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AMERICA'S MOST EXCITING  
SUPER-HERO CAPTURED BY  
THE WORLD'S MOST DREADED  
SUPER-VILLAIN!

YOU  
ARE *HELPLESS*,  
SPIDER-MAN!  
I WARNED YOU  
THAT THE POWER  
OF *DOCTOR  
OCTOPUS* IS FAR  
GREATER THAN  
YOURS!

CAN  
ANYTHING THAT  
LIVES, DEFEAT  
THE MIGHTY  
*DOCTOR  
OCTOPUS??*

A BOOK-LENGTH SUPER-THRILLER!  
SPIDER-MAN FACES  
HIS MOST POWERFUL FOE:  
"DR. OCTOPUS!"

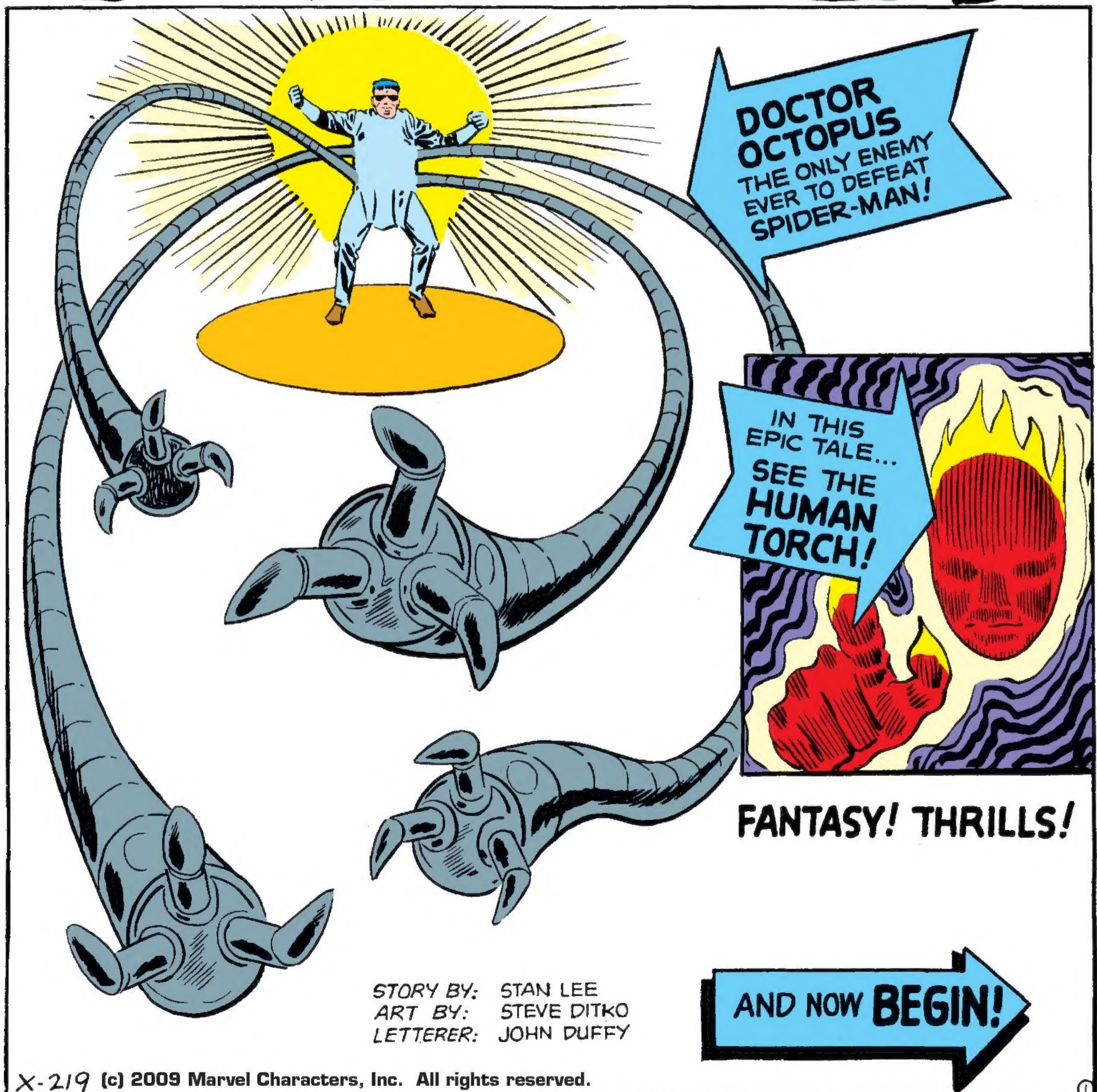
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**SPIDER-MAN** **VERSUS** **DOCTOR OCTOPUS**

THE STRANGEST FOE  
OF ALL TIME...

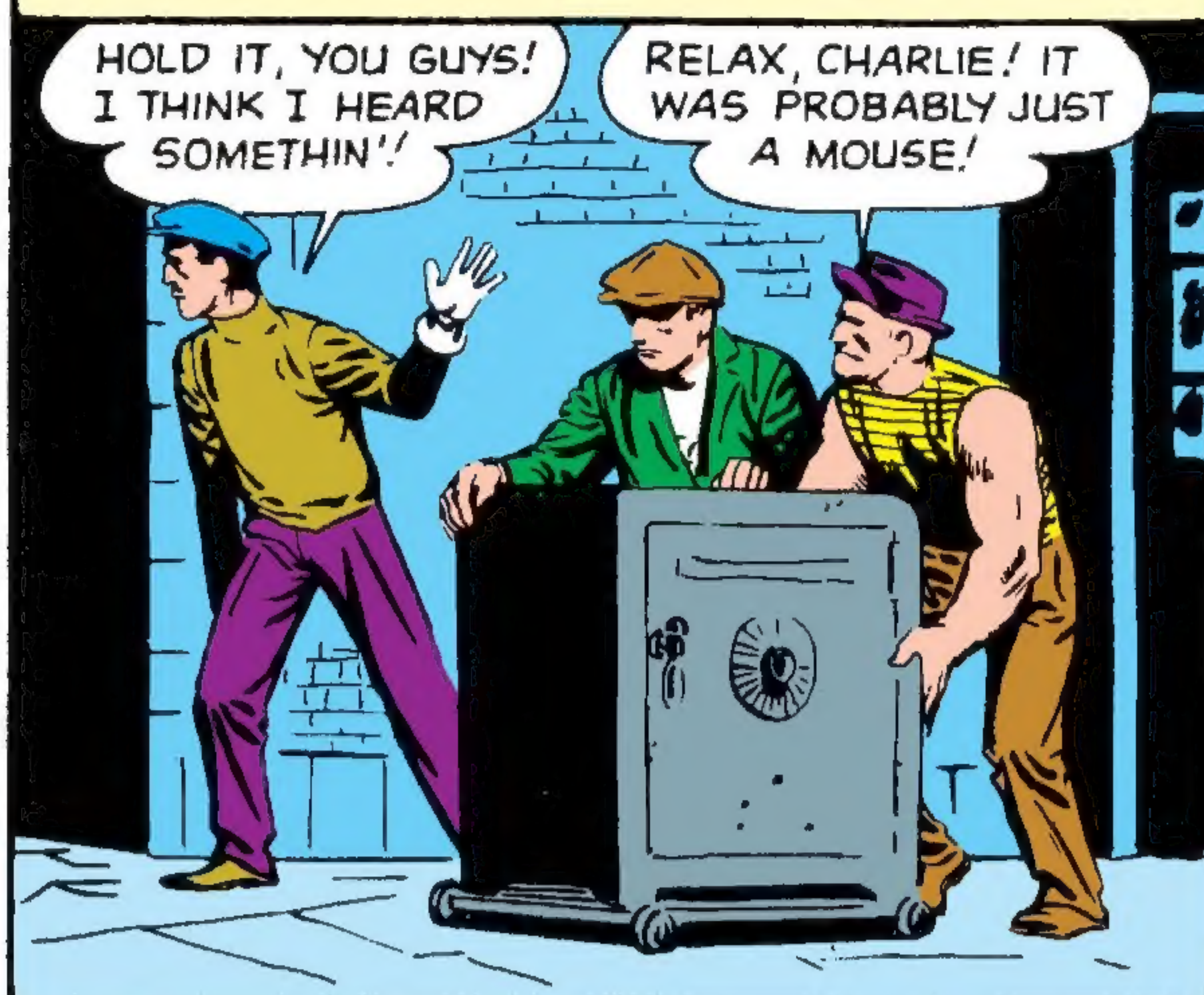


STORY BY: STAN LEE  
ART BY: STEVE DITKO  
LETTERER: JOHN DUFFY

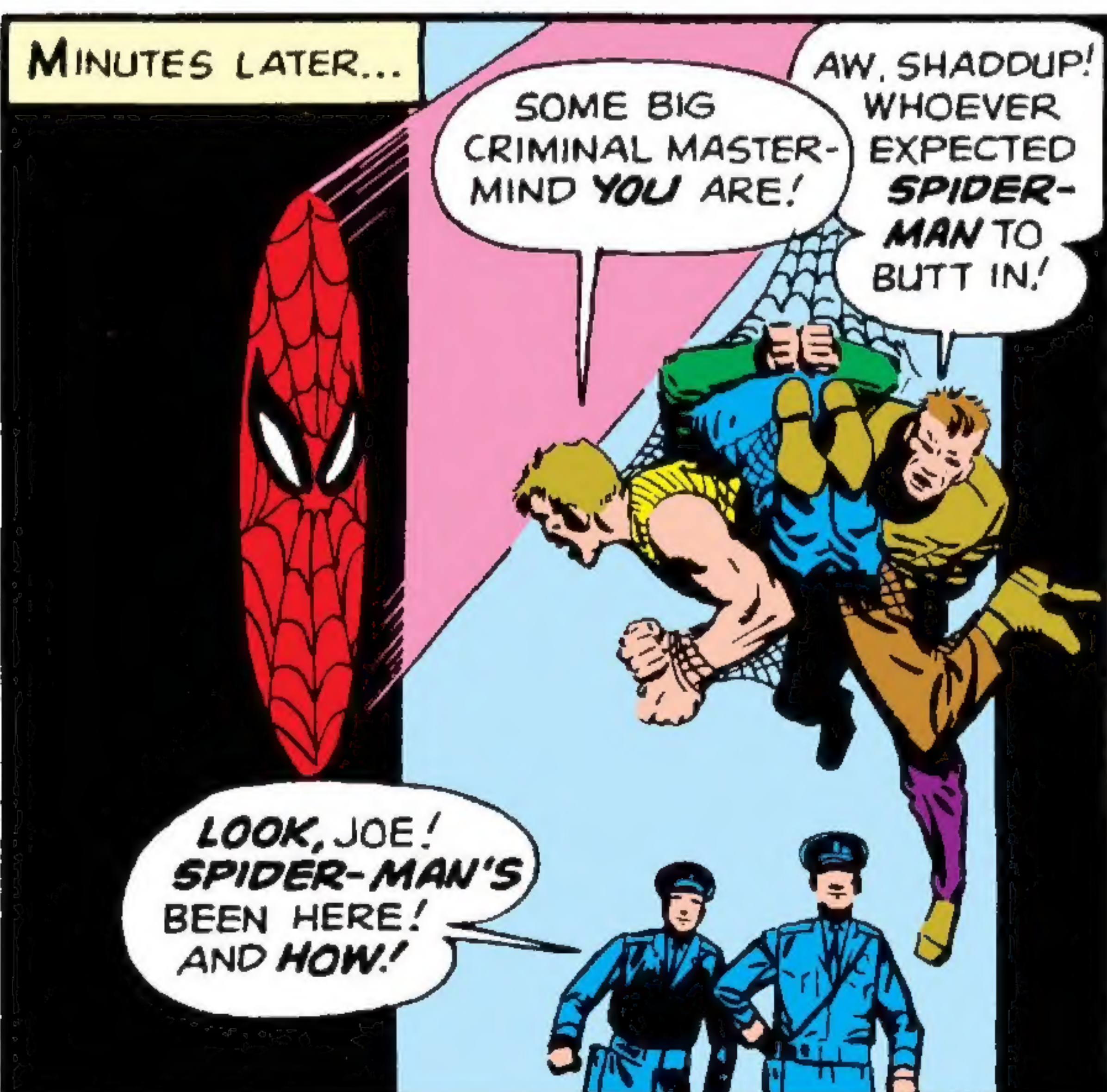
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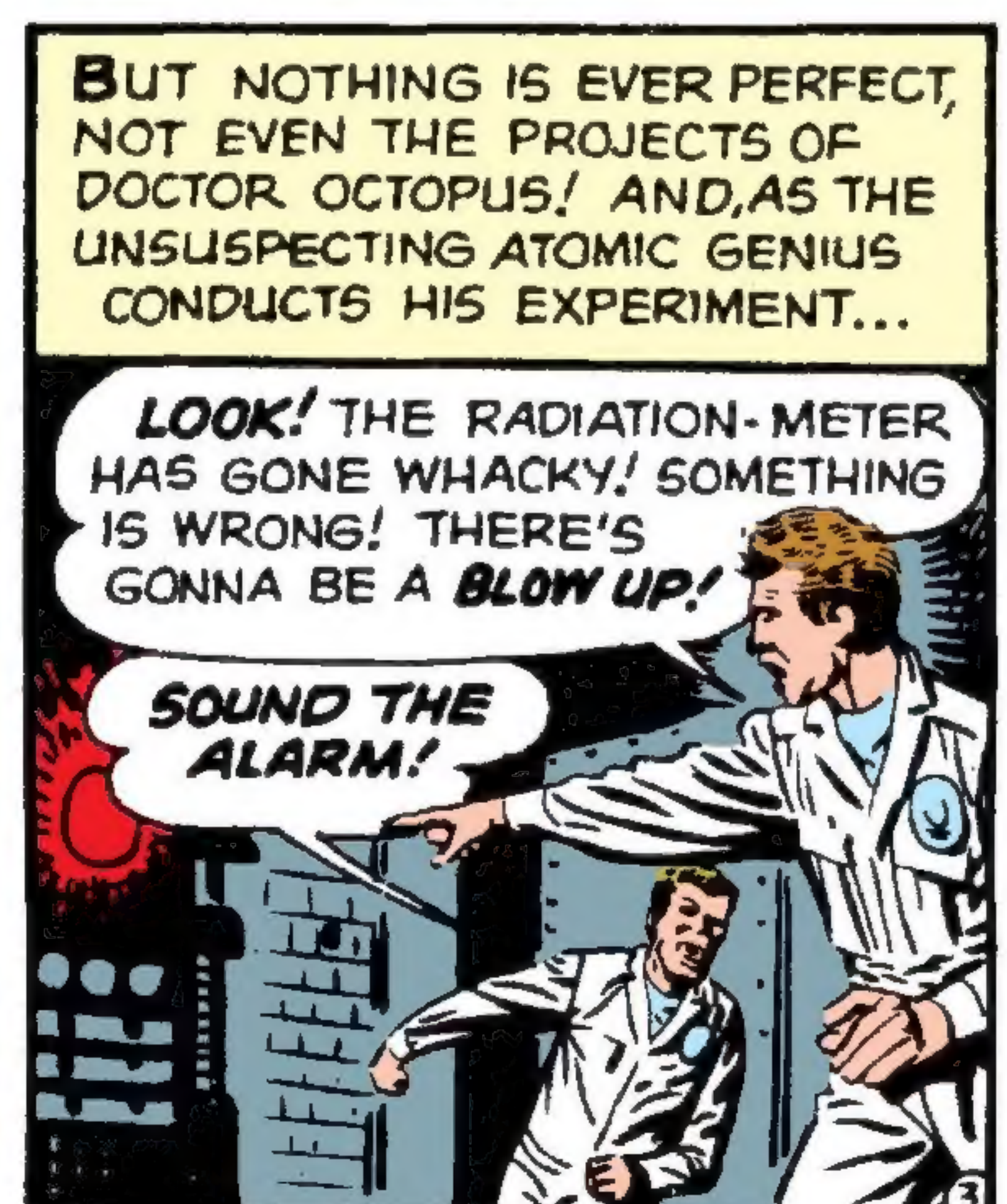
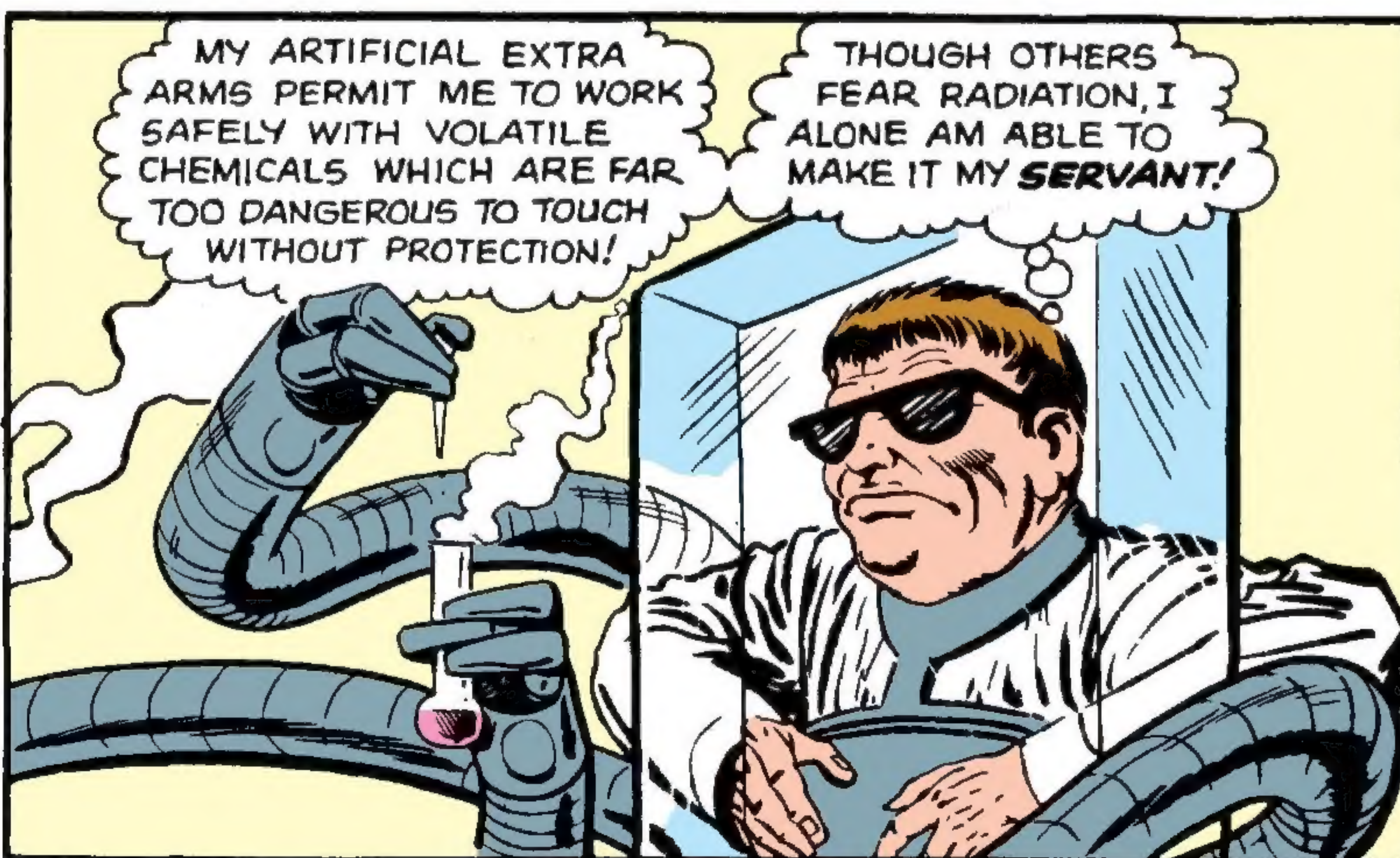
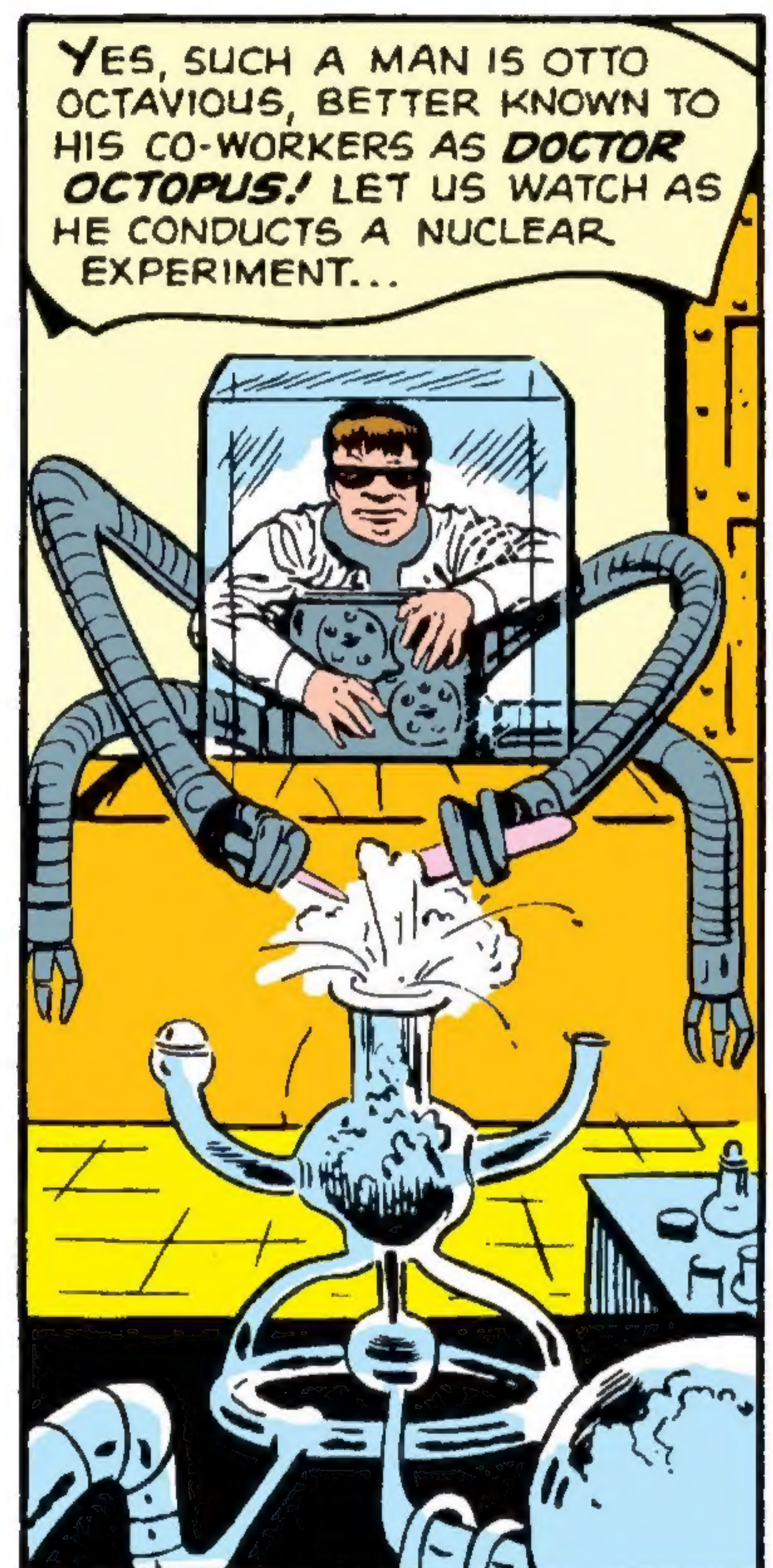
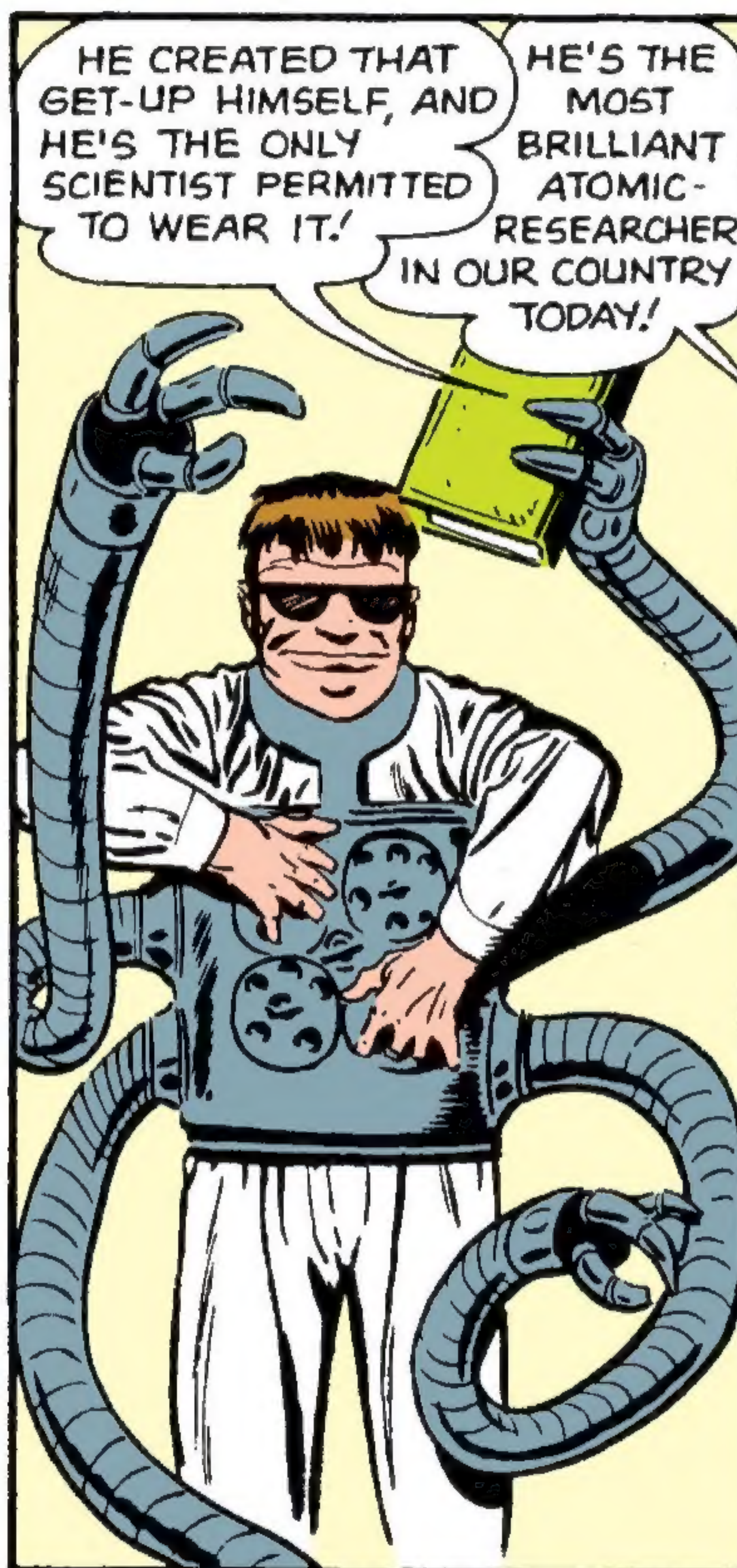
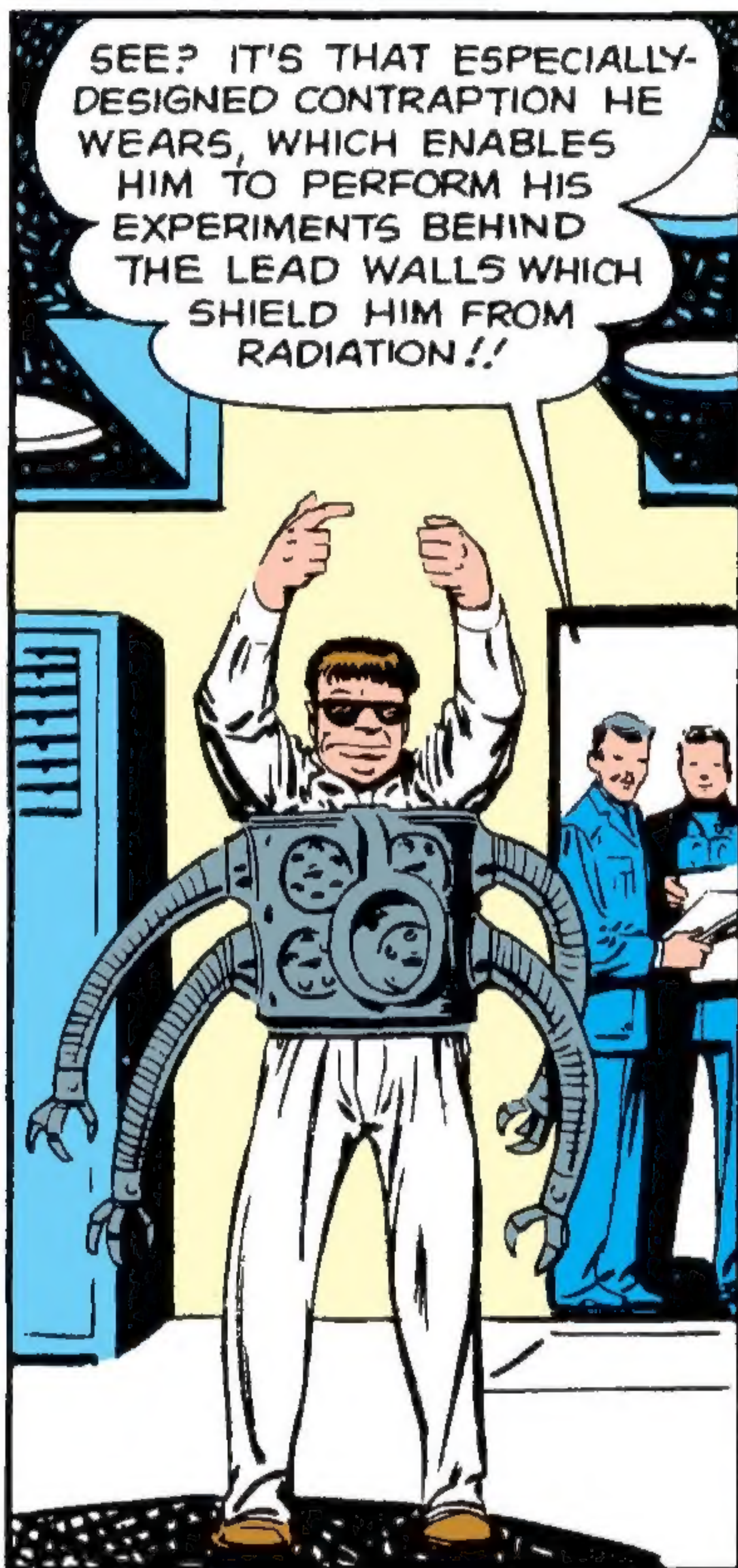
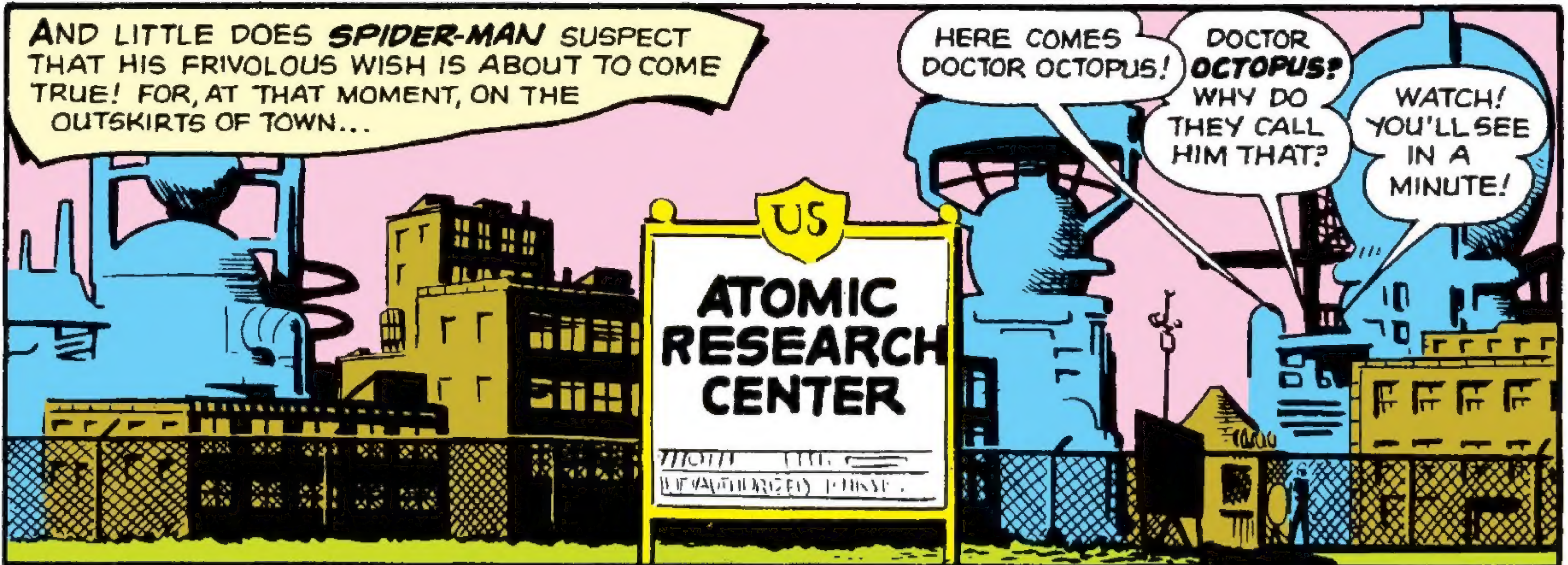
A STORY HAS TO START *SOMEWHERE*, SO LET'S BEGIN WITH A LONELY WAREHOUSE, IN THE DEAD OF NIGHT, WHERE WE FIND A ROBBERY TAKING PLACE...



SUDDENLY, THE MOST AWESOME IMAGE IN CRIME-FIGHTING APPEARS ON THE WALL DIRECTLY ABOVE THE STARTLED THIEVES...









BUT THE WARNING, ALAS, IS GIVEN TOO LATE! AND BEFORE THE ALARM CAN BE SOUNDED...



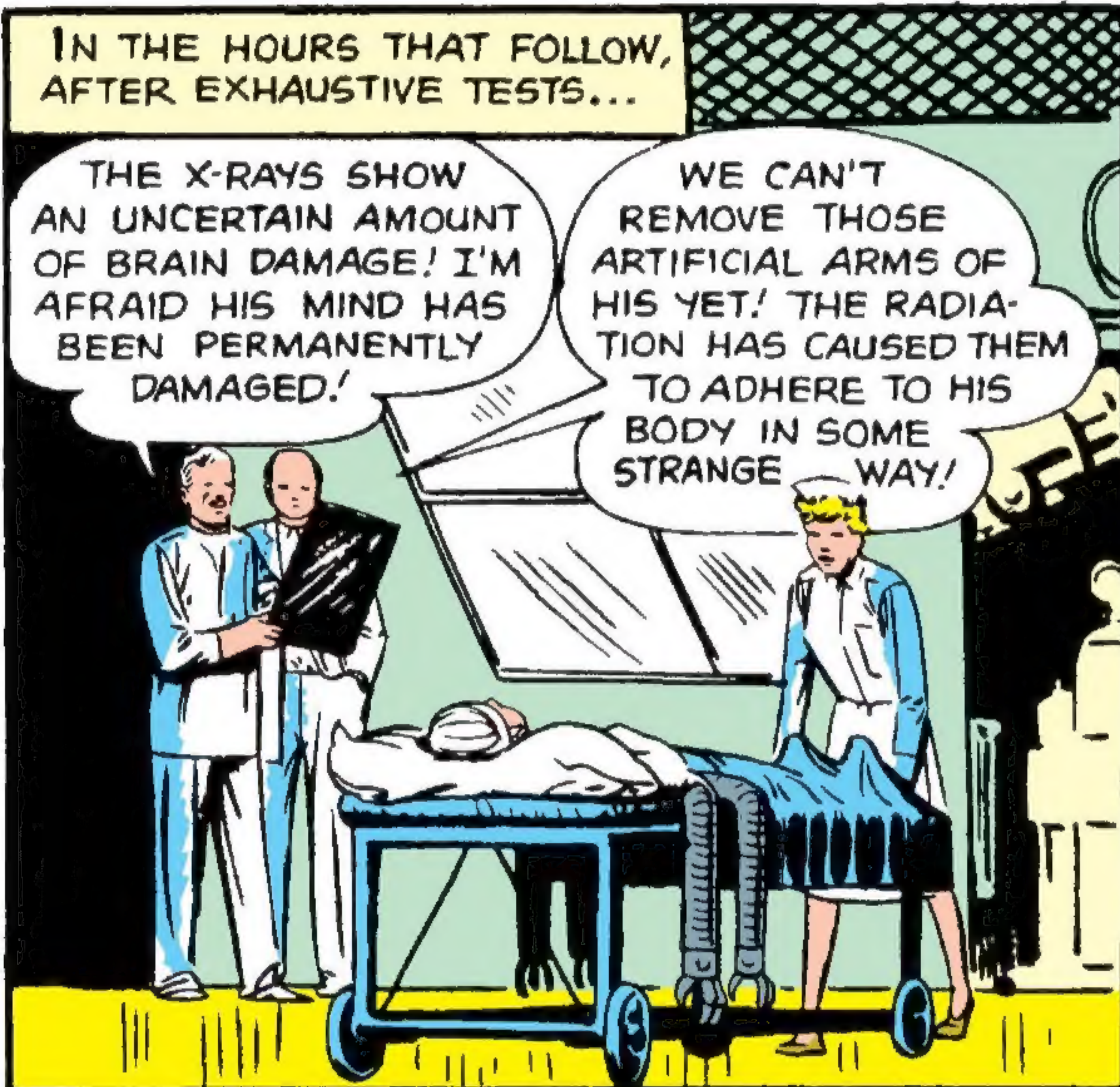
THEN, AFTER THE FLAMES AND SMOKE HAVE PARTIALLY CLEARED...



DOCTOR OCTOPUS IS STILL BREATHING! I HOPE WE'VE REACHED HIM IN TIME!

EVEN THOUGH HE'S ALIVE, HE'S ABSORBED A GREAT DEAL OF RADIATION-- POOR GUY!

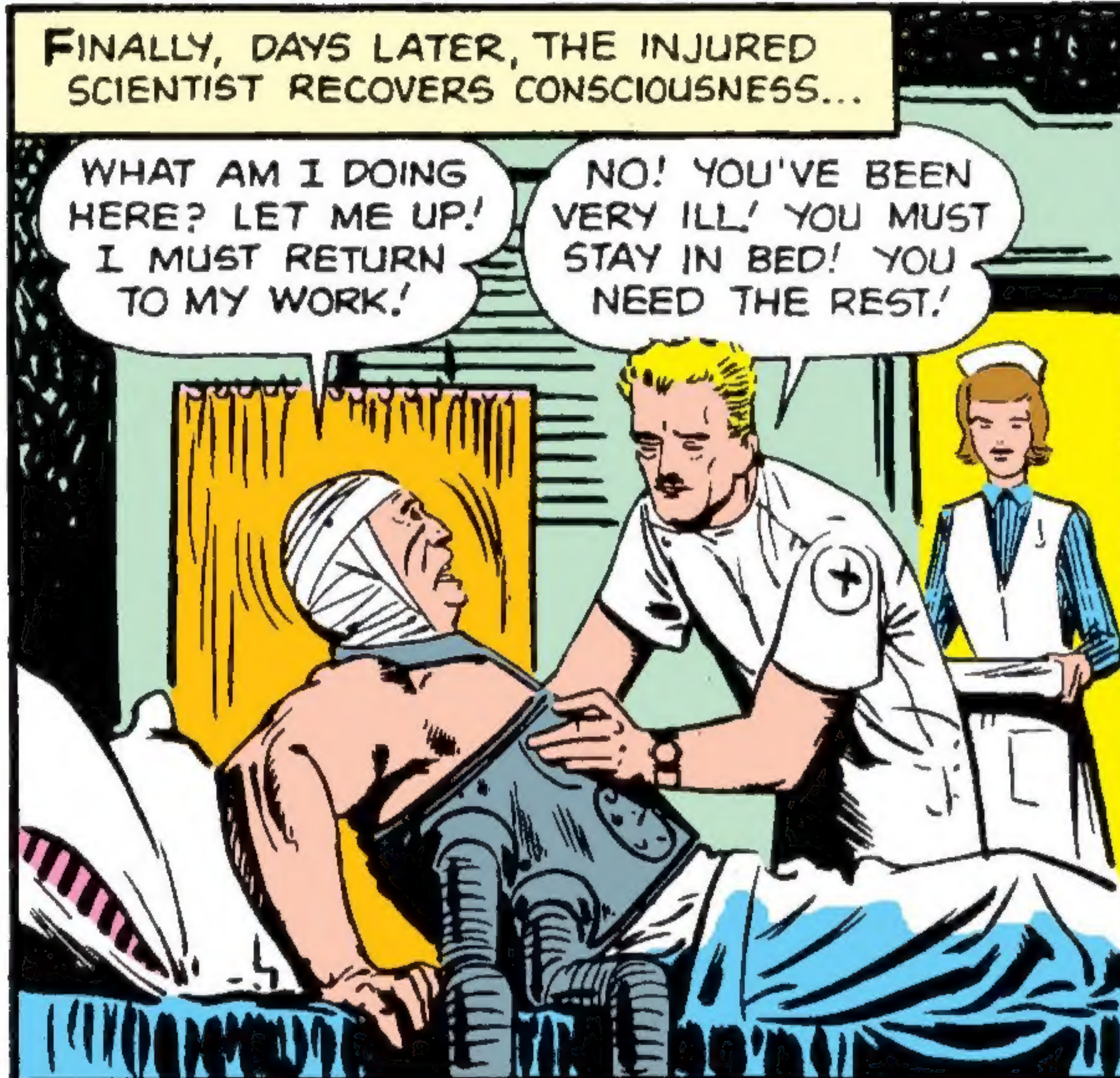
IN THE HOURS THAT FOLLOW, AFTER EXHAUSTIVE TESTS...



THE X-RAYS SHOW AN UNCERTAIN AMOUNT OF BRAIN DAMAGE! I'M AFRAID HIS MIND HAS BEEN PERMANENTLY DAMAGED!

WE CAN'T REMOVE THOSE ARTIFICIAL ARMS OF HIS YET! THE RADIATION HAS CAUSED THEM TO ADHERE TO HIS BODY IN SOME STRANGE WAY!

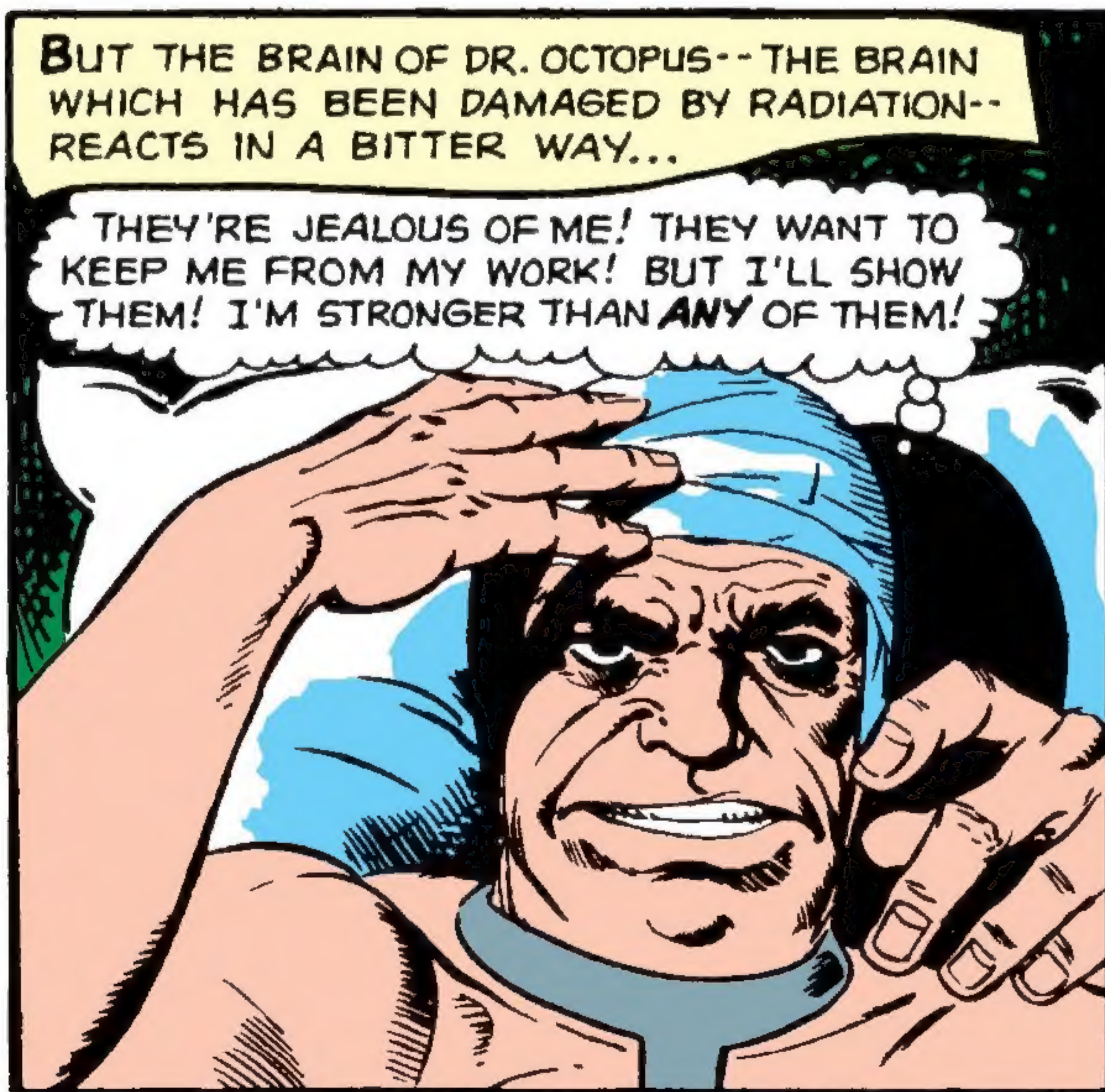
FINALLY, DAYS LATER, THE INJURED SCIENTIST RECOVERS CONSCIOUSNESS...



WHAT AM I DOING HERE? LET ME UP! I MUST RETURN TO MY WORK!

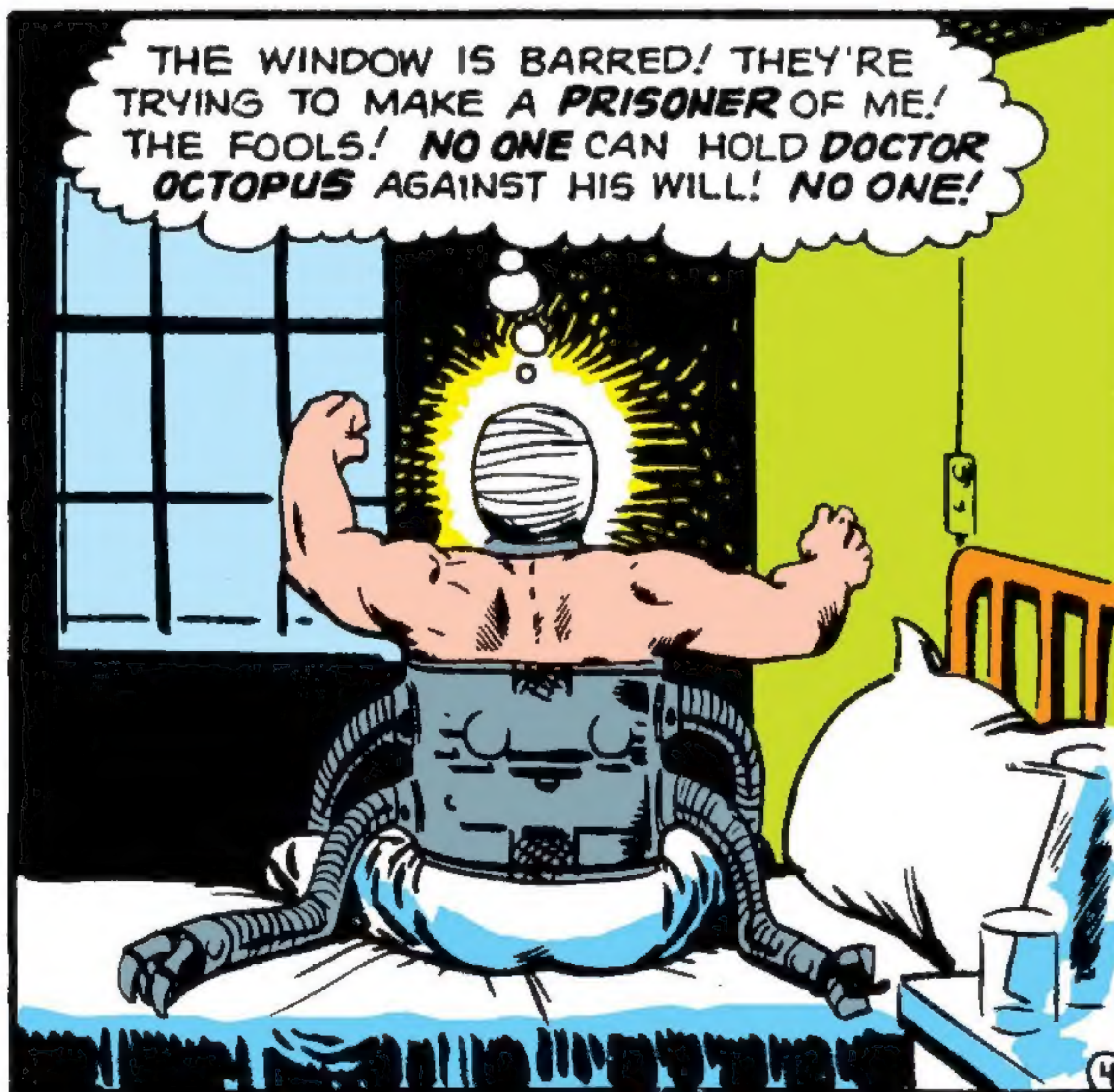
NO! YOU'VE BEEN VERY ILL! YOU MUST STAY IN BED! YOU NEED THE REST!

BUT THE BRAIN OF DR. OCTOPUS-- THE BRAIN WHICH HAS BEEN DAMAGED BY RADIATION-- REACTS IN A BITTER WAY...

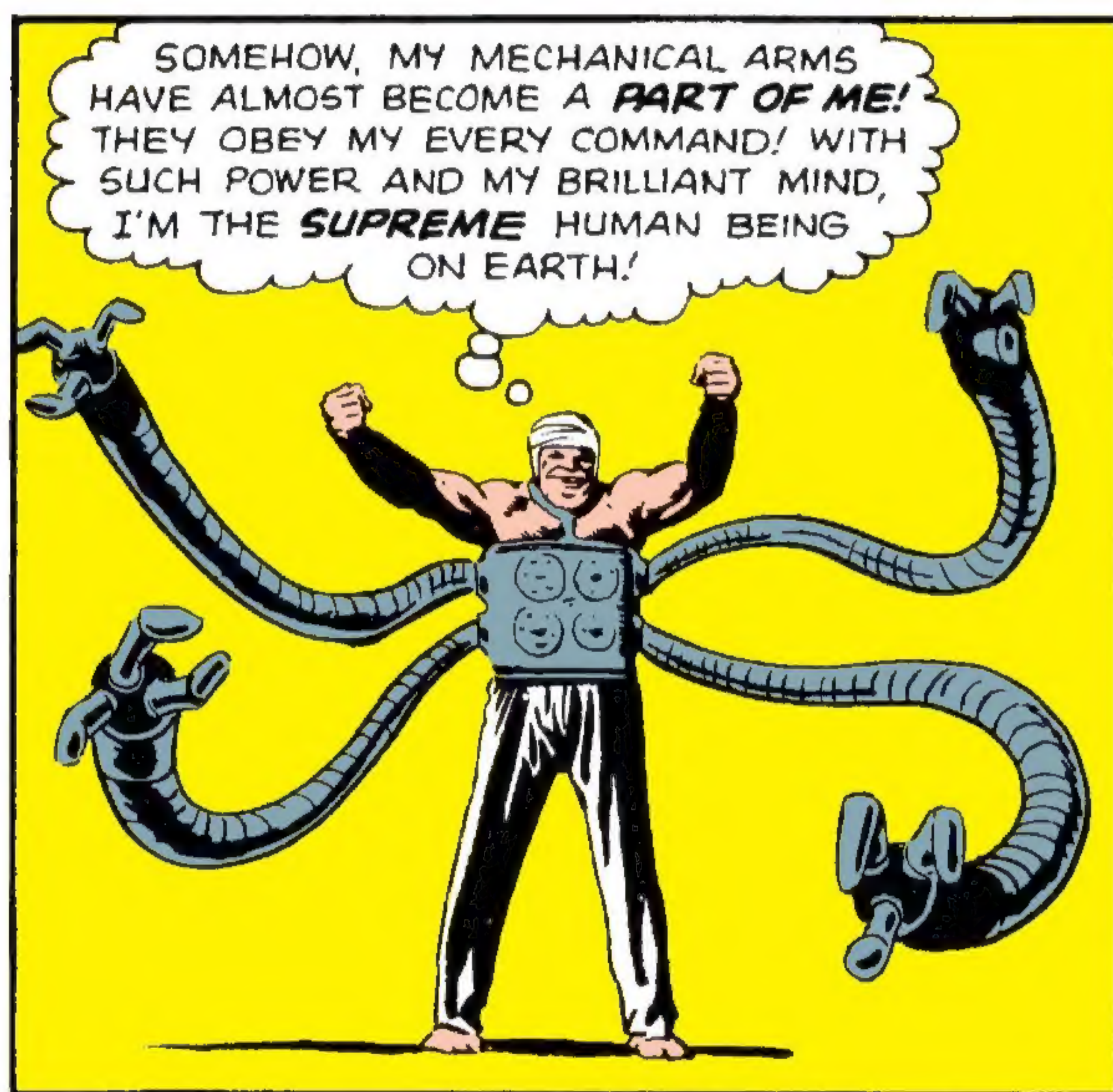
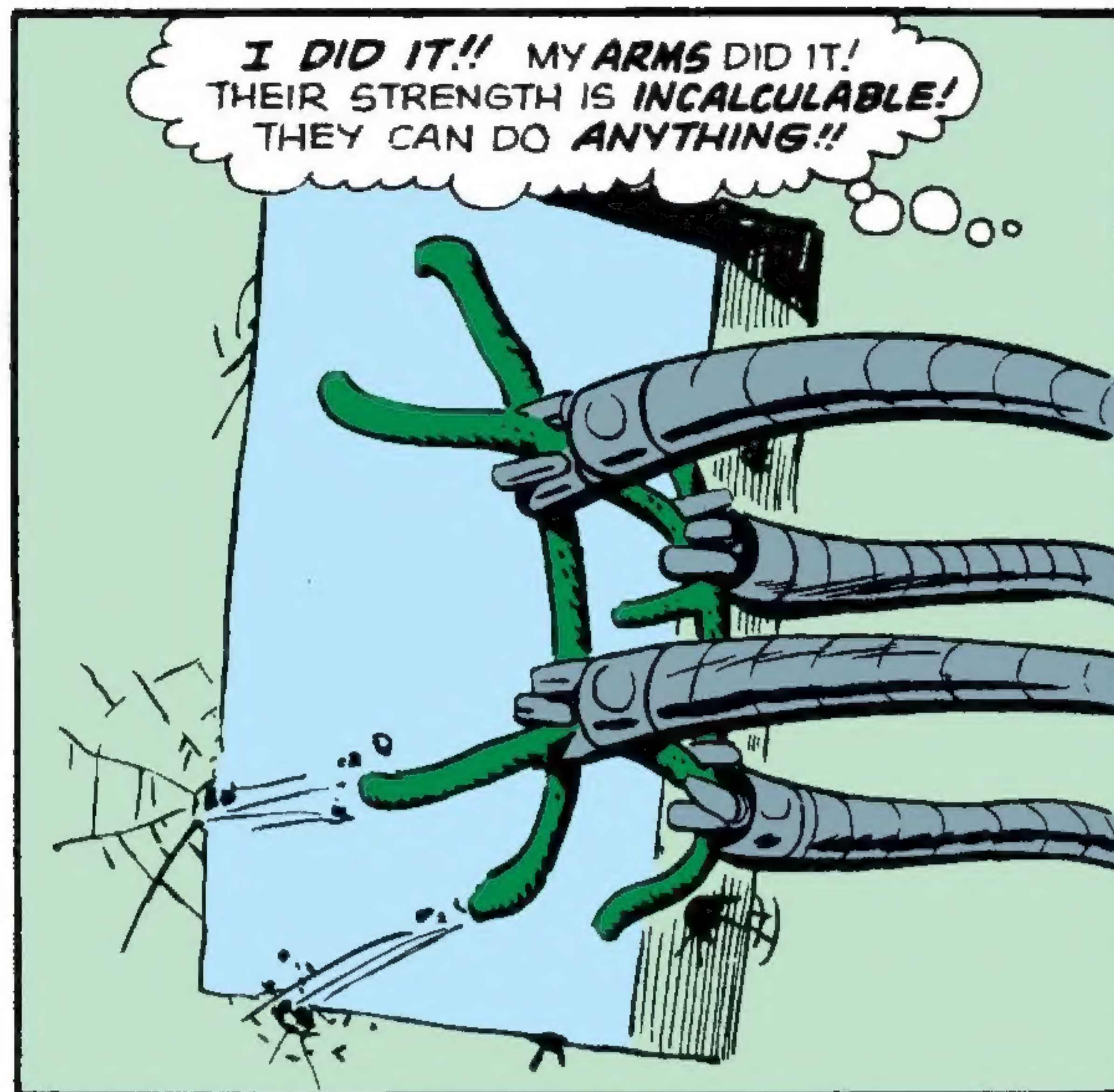
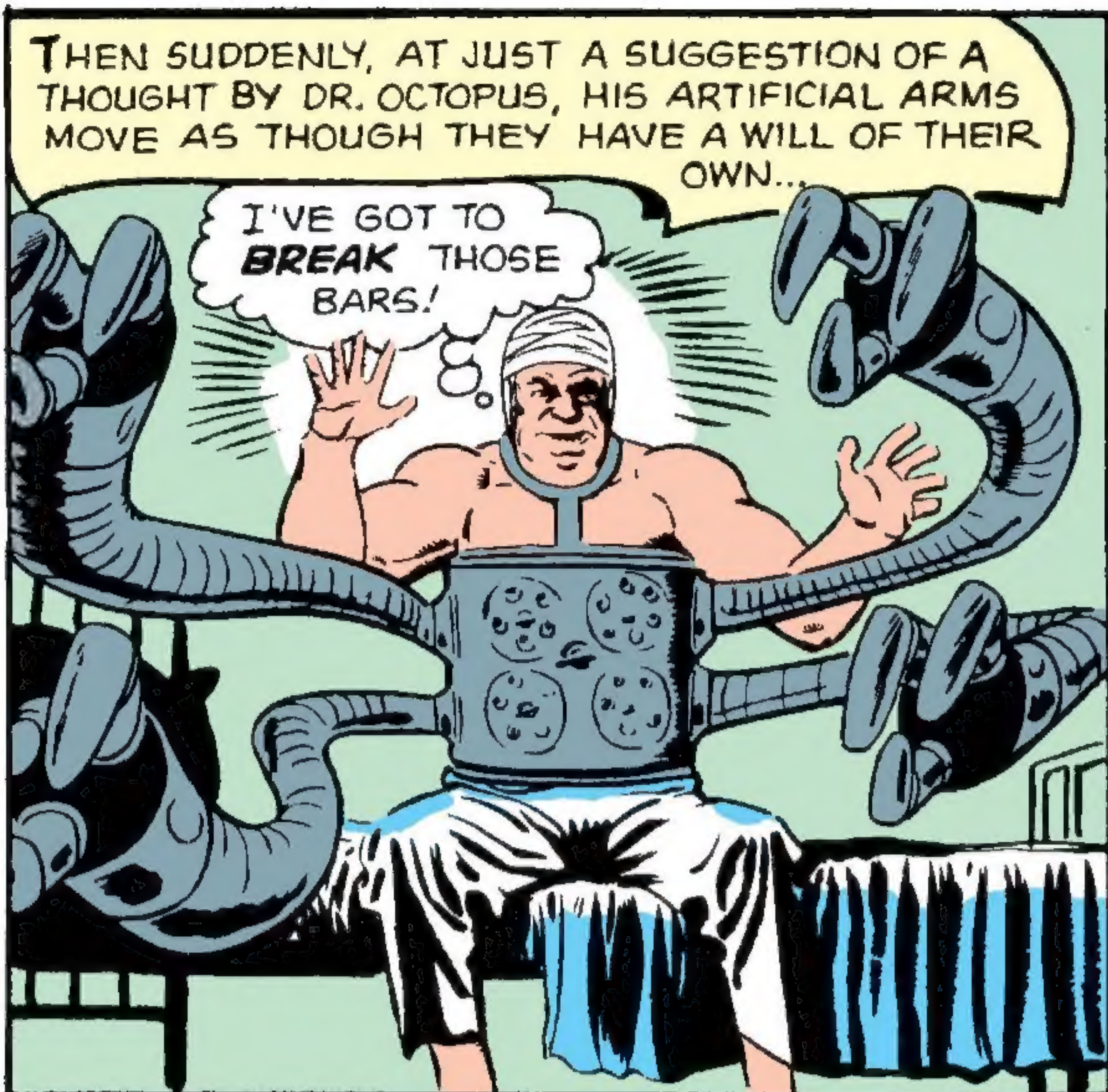


THEY'RE JEALOUS OF ME! THEY WANT TO KEEP ME FROM MY WORK! BUT I'LL SHOW THEM! I'M STRONGER THAN ANY OF THEM!

THE WINDOW IS BARRED! THEY'RE TRYING TO MAKE A PRISONER OF ME! THE FOOLS! NO ONE CAN HOLD DOCTOR OCTOPUS AGAINST HIS WILL! NO ONE!

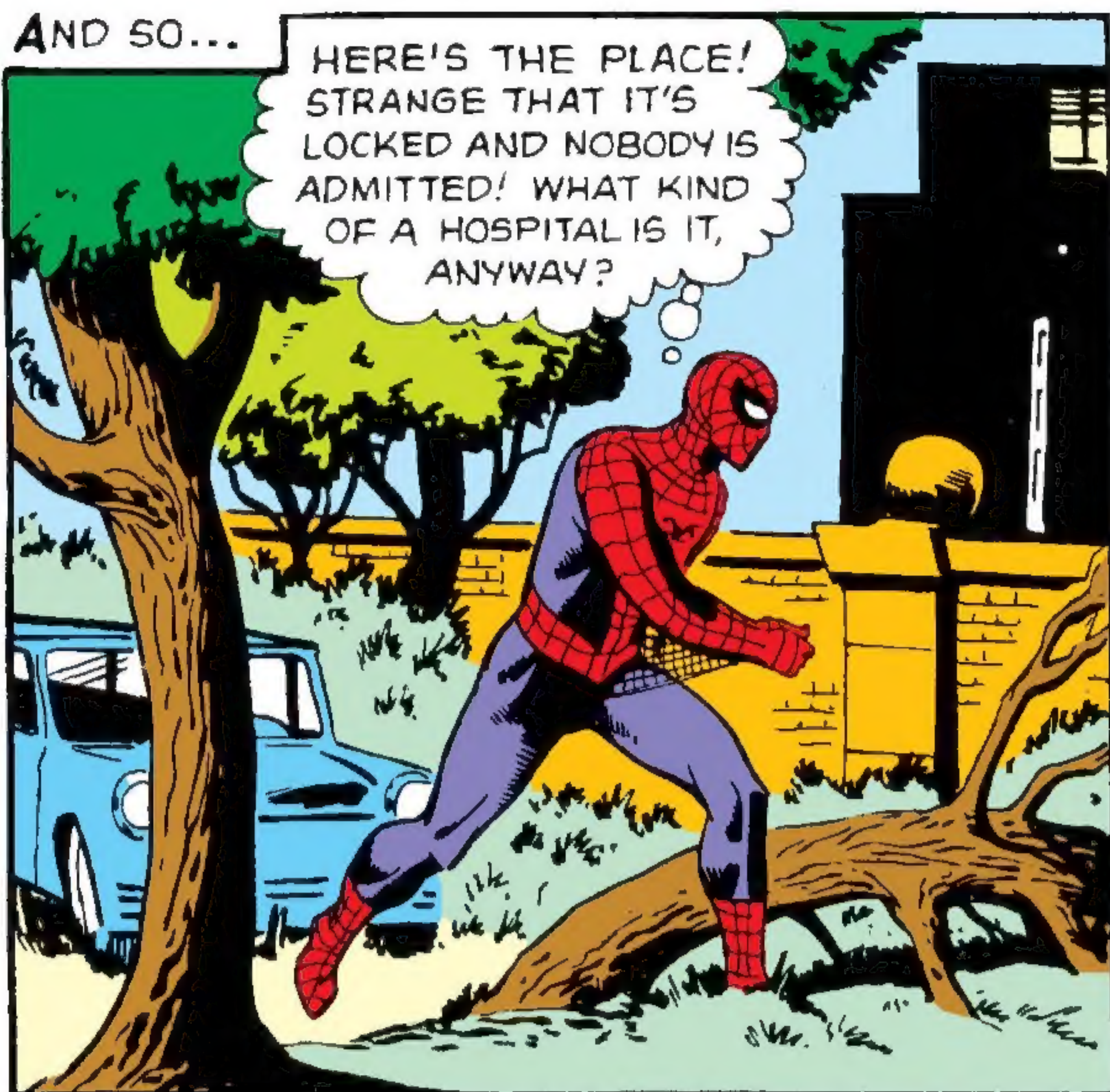








AND SO...



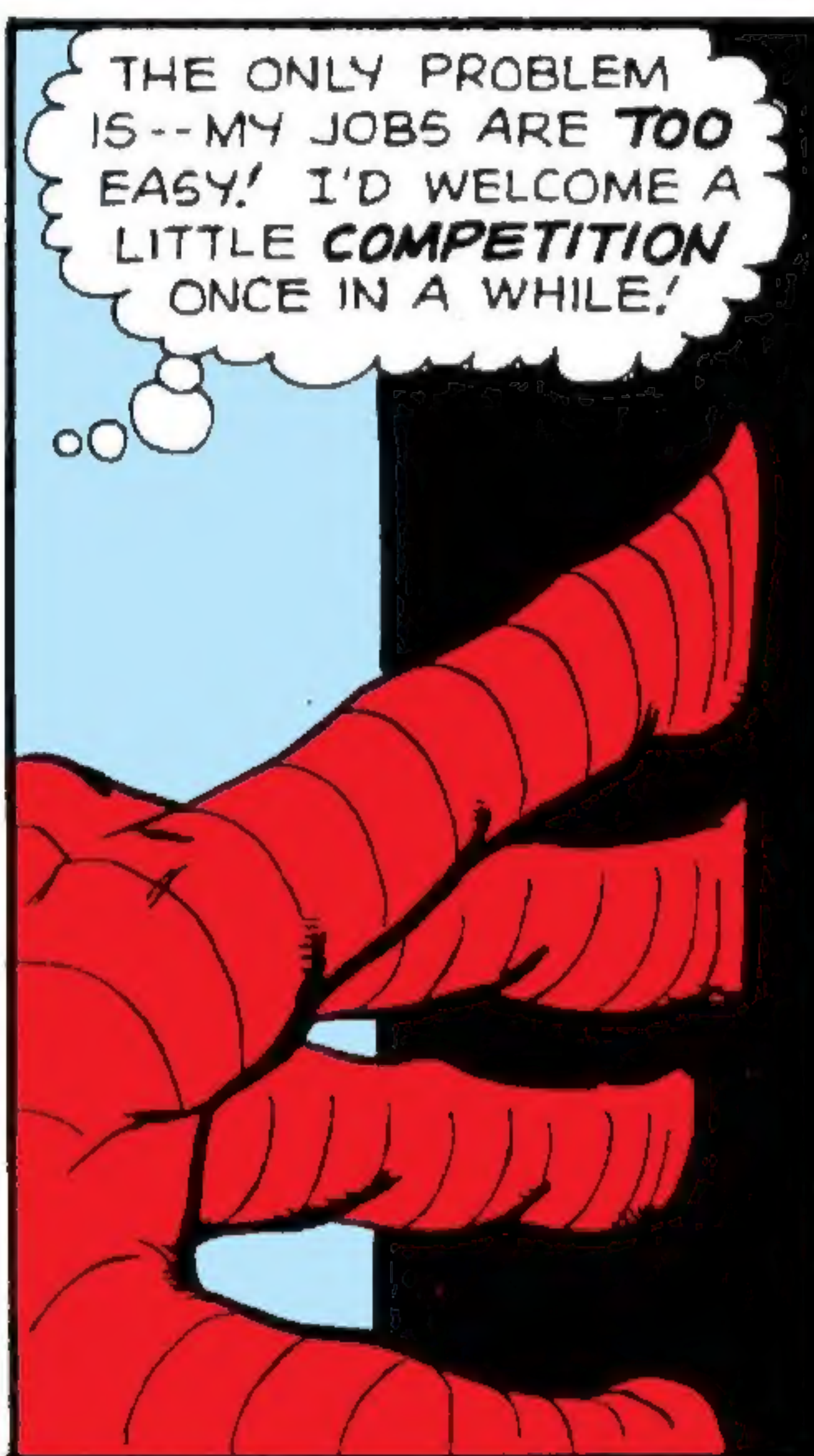
HERE'S THE PLACE!  
STRANGE THAT IT'S  
LOCKED AND NOBODY IS  
ADMITTED! WHAT KIND  
OF A HOSPITAL IS IT,  
ANYWAY?



WELL, THERE'S  
ONLY **ONE** WAY TO  
FIND OUT-- AND **SPIDER-  
MAN'S** JUST THE CAT  
TO DO IT!



THESE SUCTION FINGERS OF MINE  
WILL GET ME UP THE WALL IN **NO**  
TIME! BOY, IT'S **GREAT** BEING  
**SPIDER-MAN!** I CAN DO ALMOST  
**ANYTHING!**



THE ONLY PROBLEM  
IS--MY JOBS ARE **TOO**  
EASY! I'D WELCOME A  
LITTLE **COMPETITION**  
ONCE IN A WHILE!



AND, AS HE STEADILY CLIMBS  
UP THE SHEER OUTER WALL,  
LITTLE DOES **SPIDER-MAN**  
DREAM THAT HE IS SOON TO  
GET FAR **MORE** "COMPETITION"  
THAN HE EVER BARGAINED FOR!



SECONDS LATER...

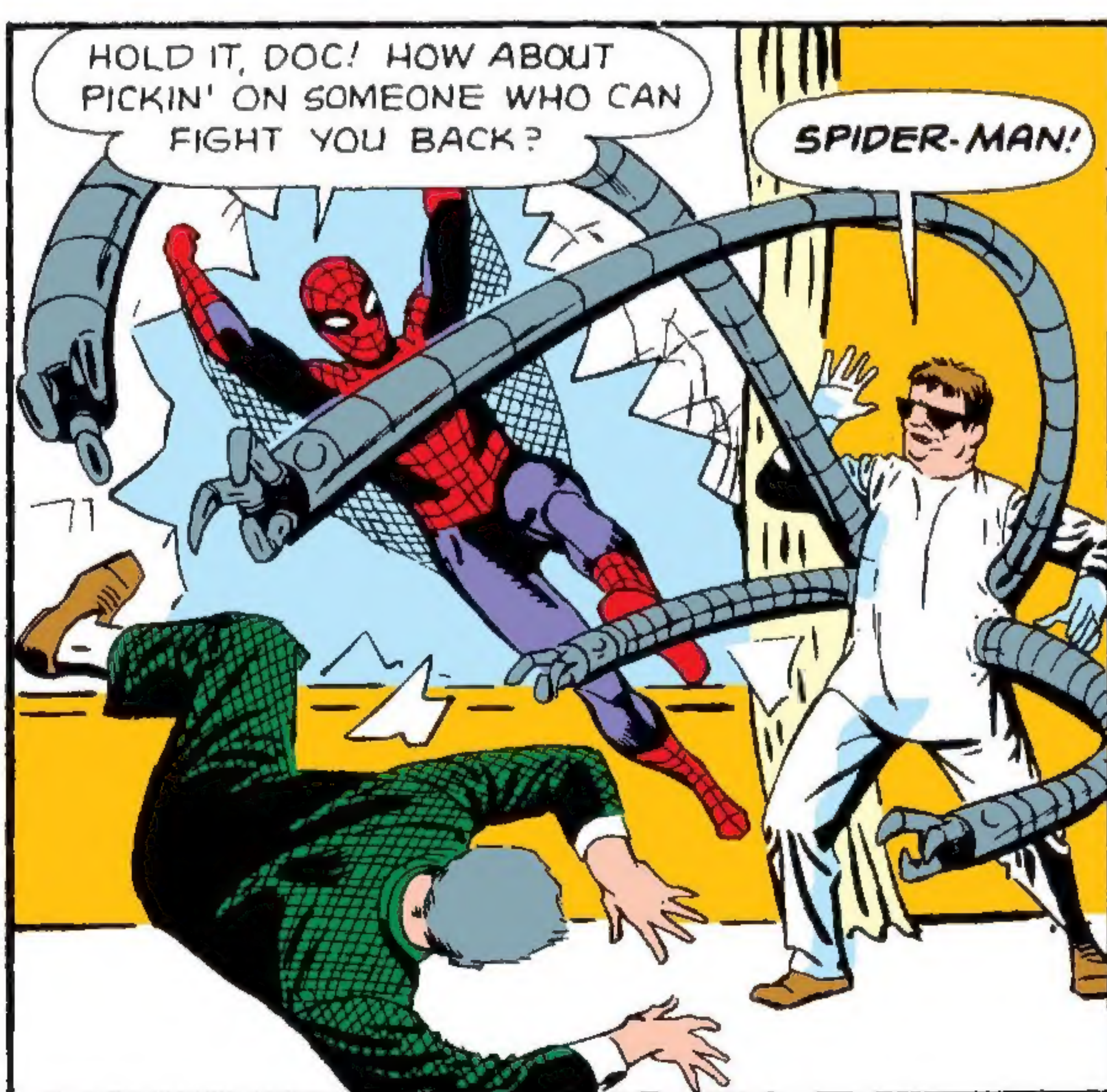
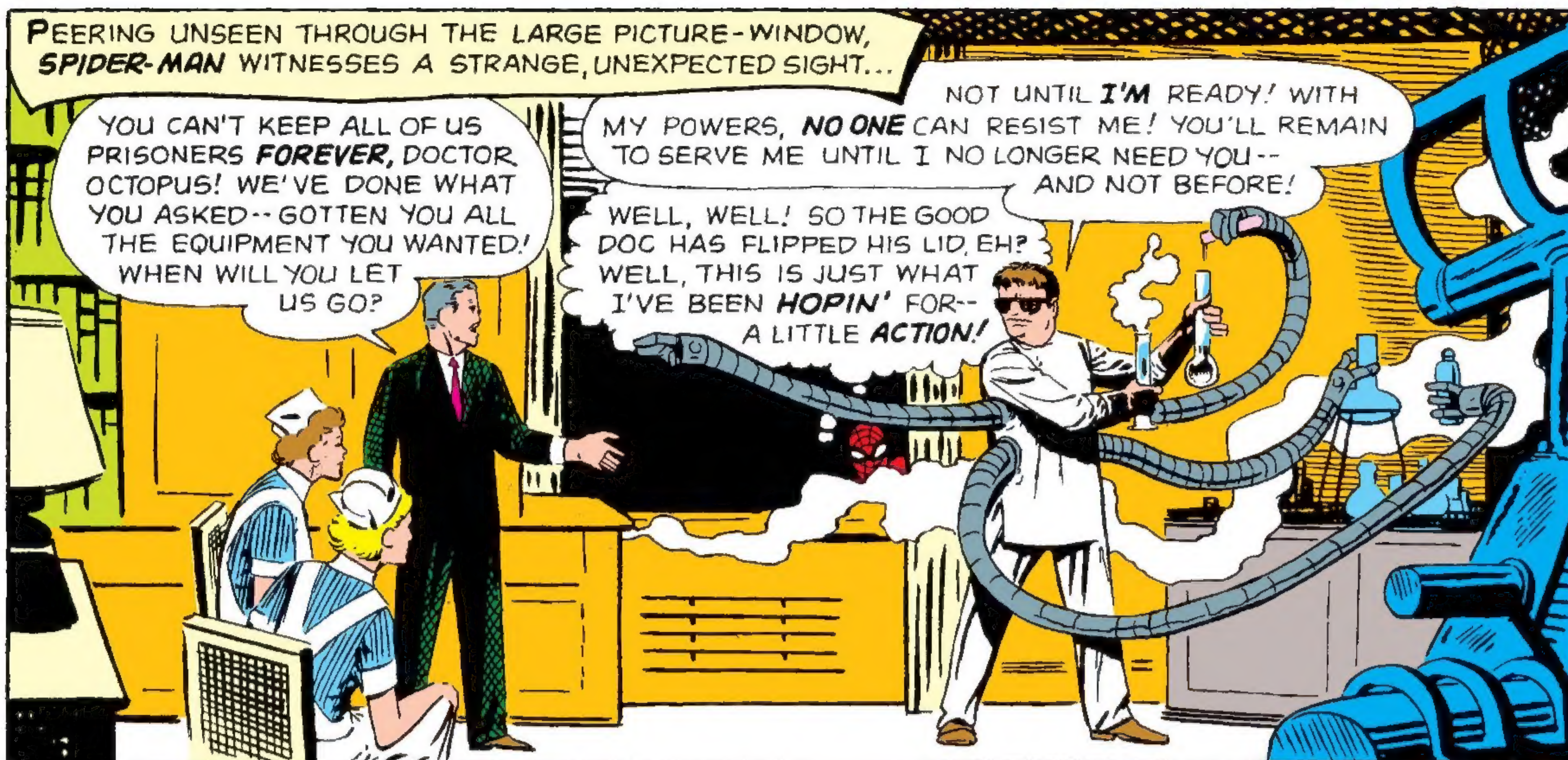
ALMOST  
THERE!



HOLY  
MACKERAL! WHAT'S  
THAT?

**SILENCE!**  
NOBODY IS TO SPEAK  
WHEN **DR. OCTOPUS**  
SPEAKS!

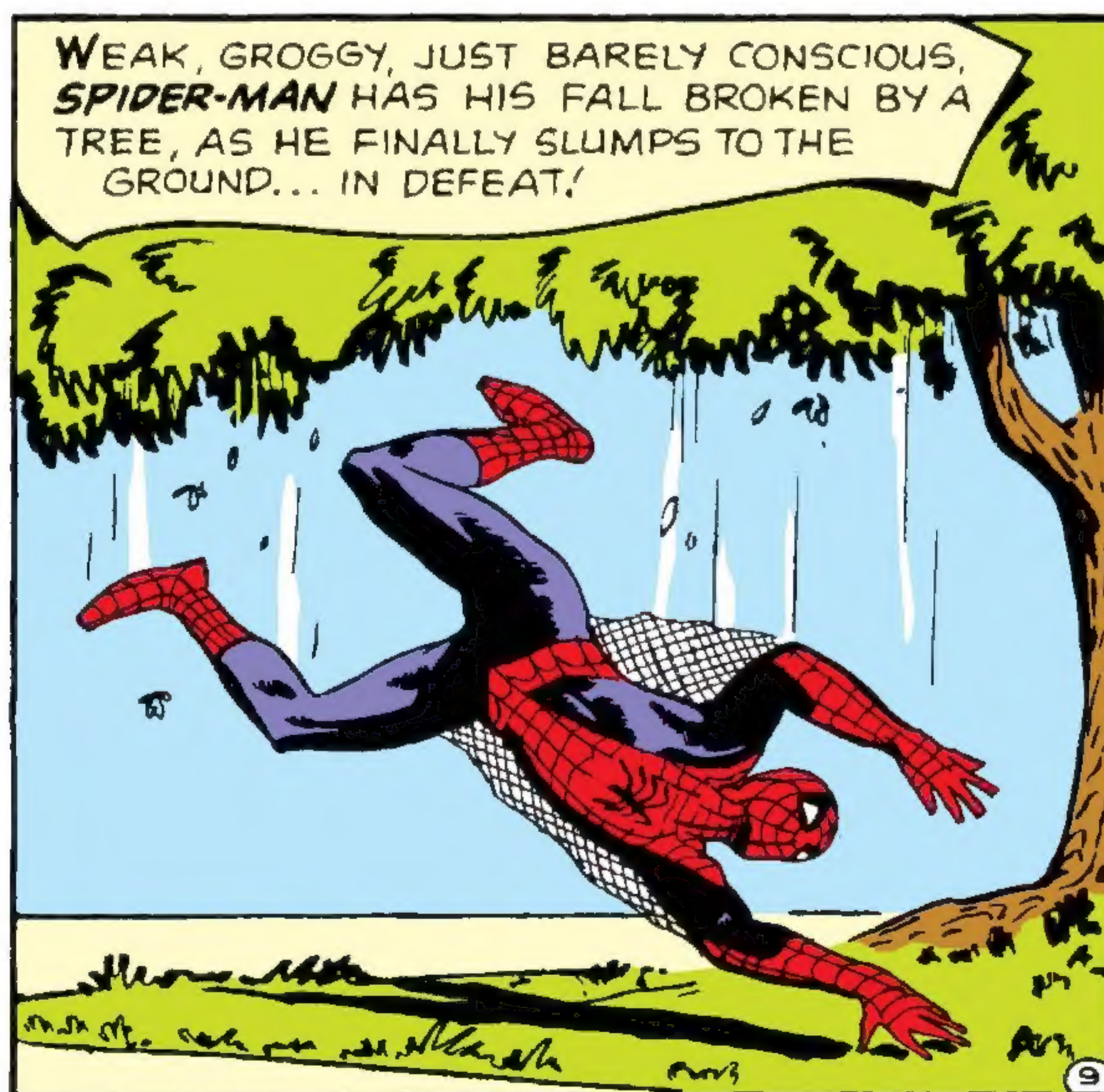
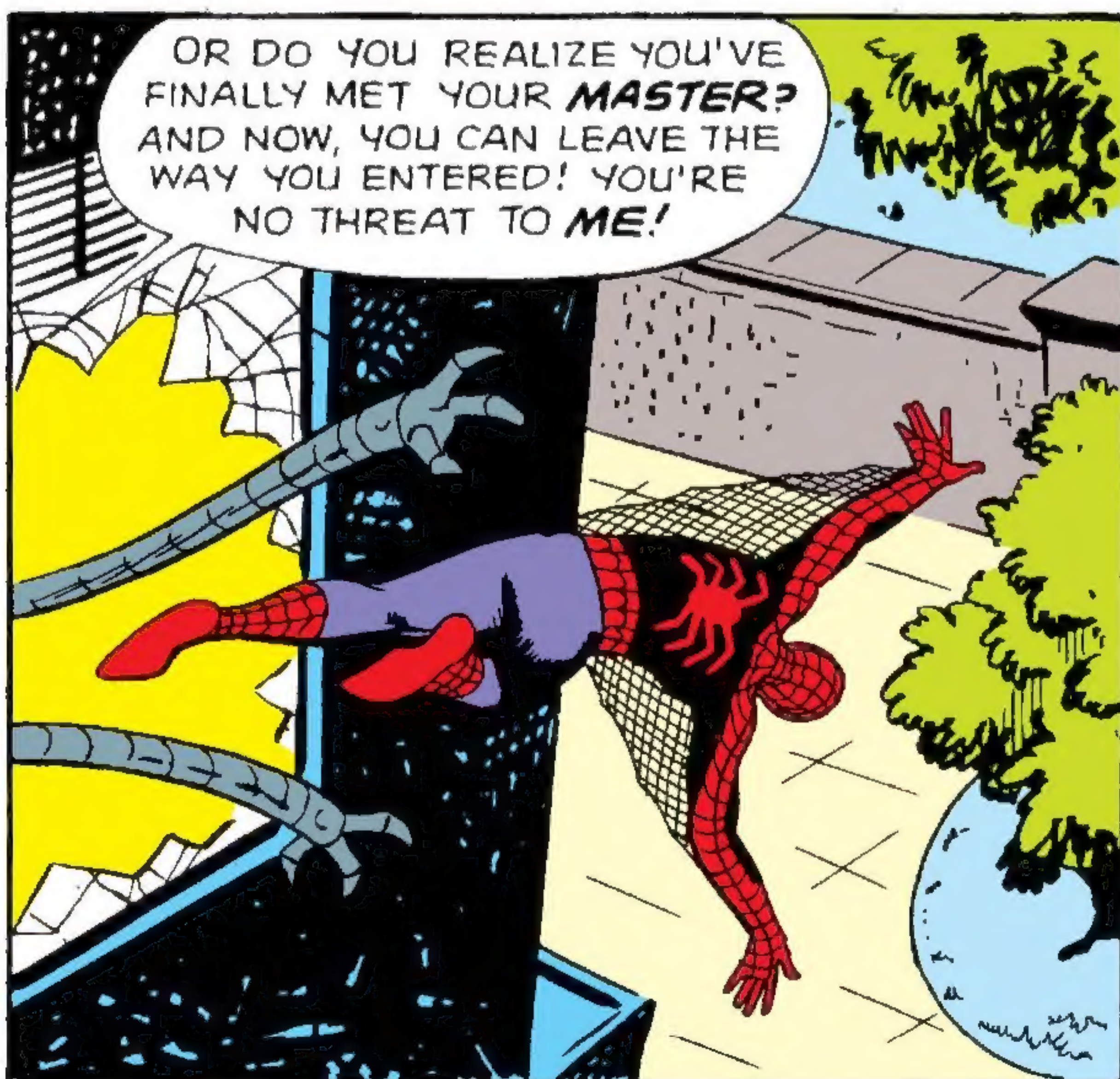




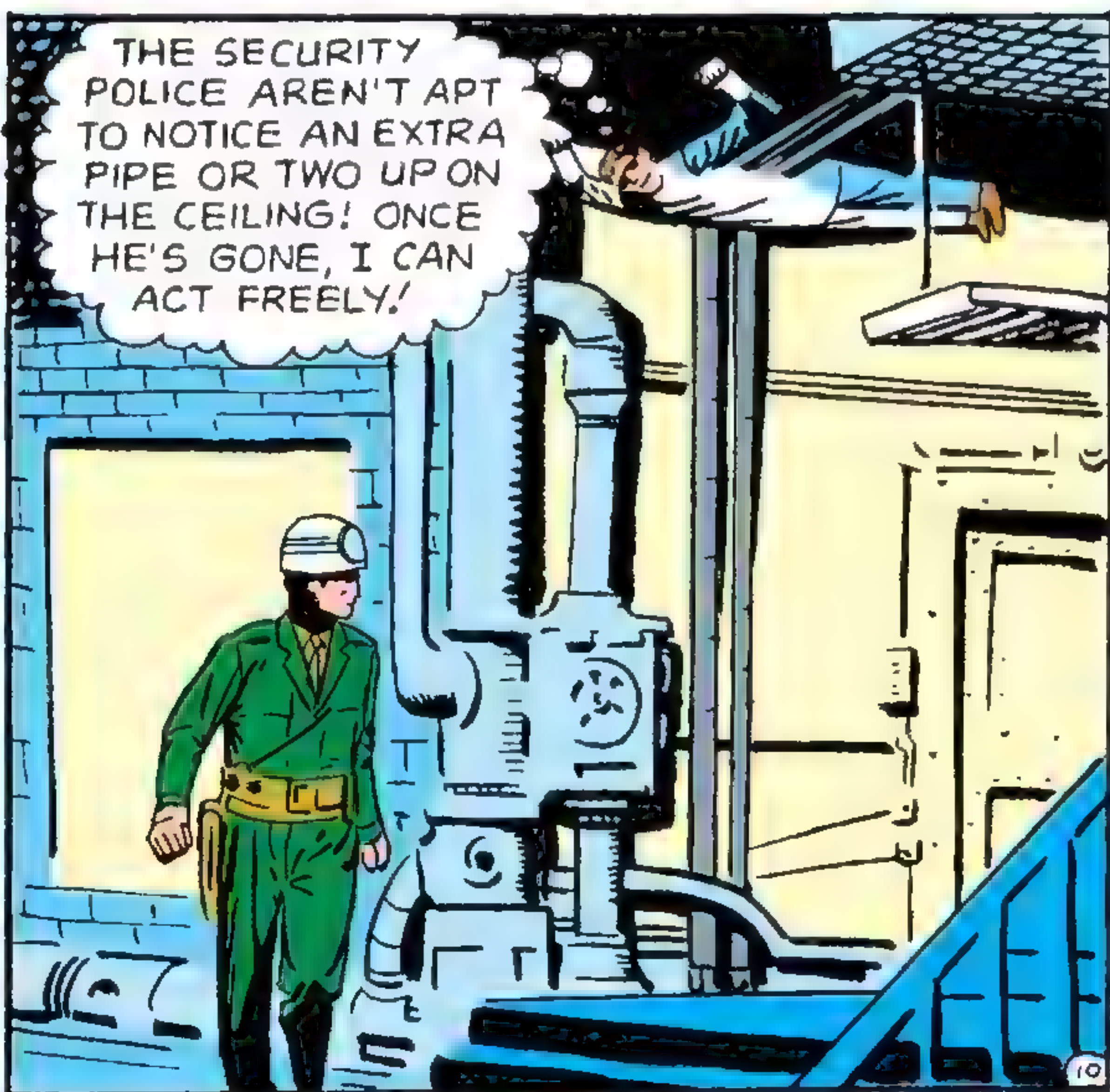
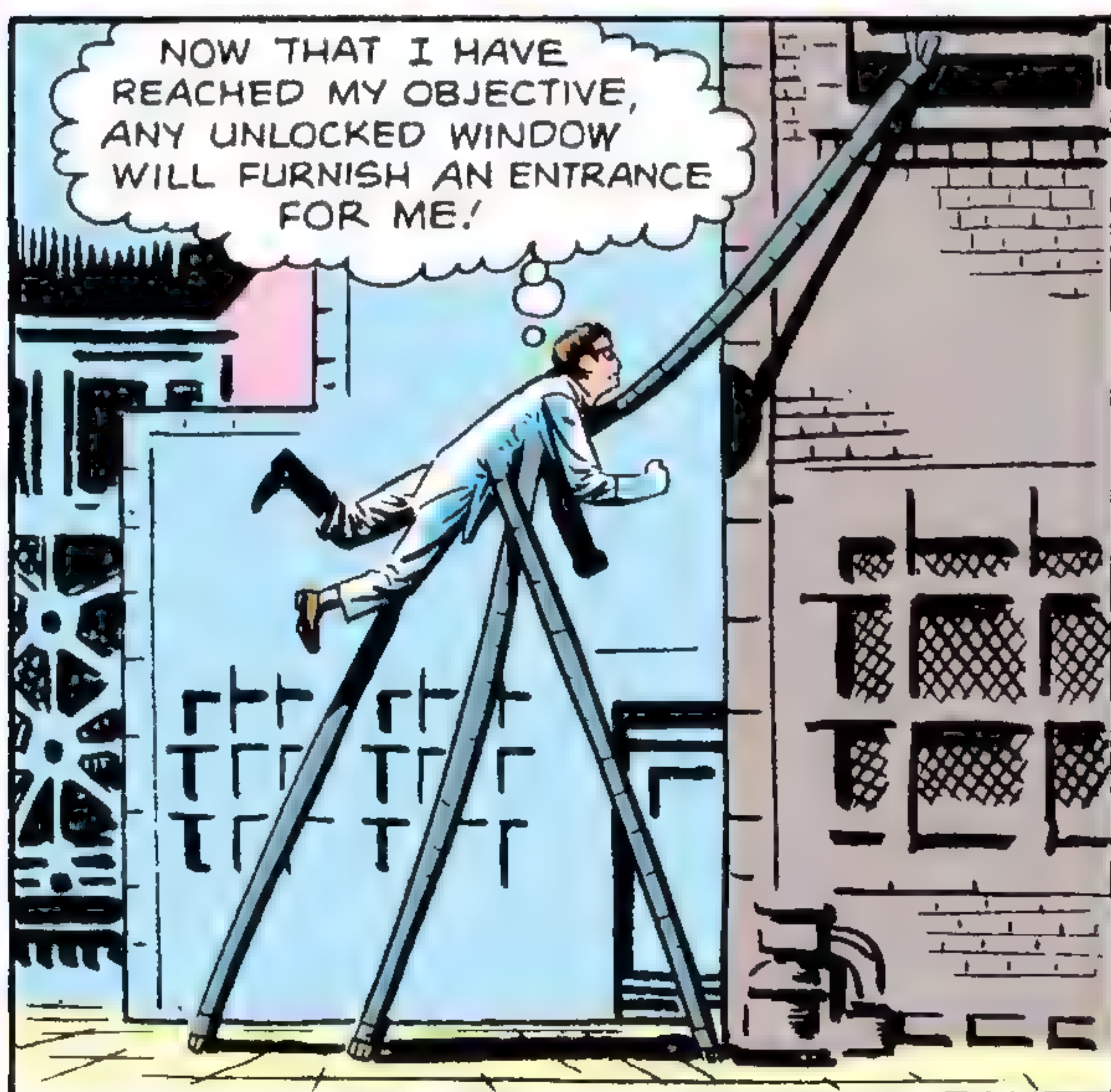
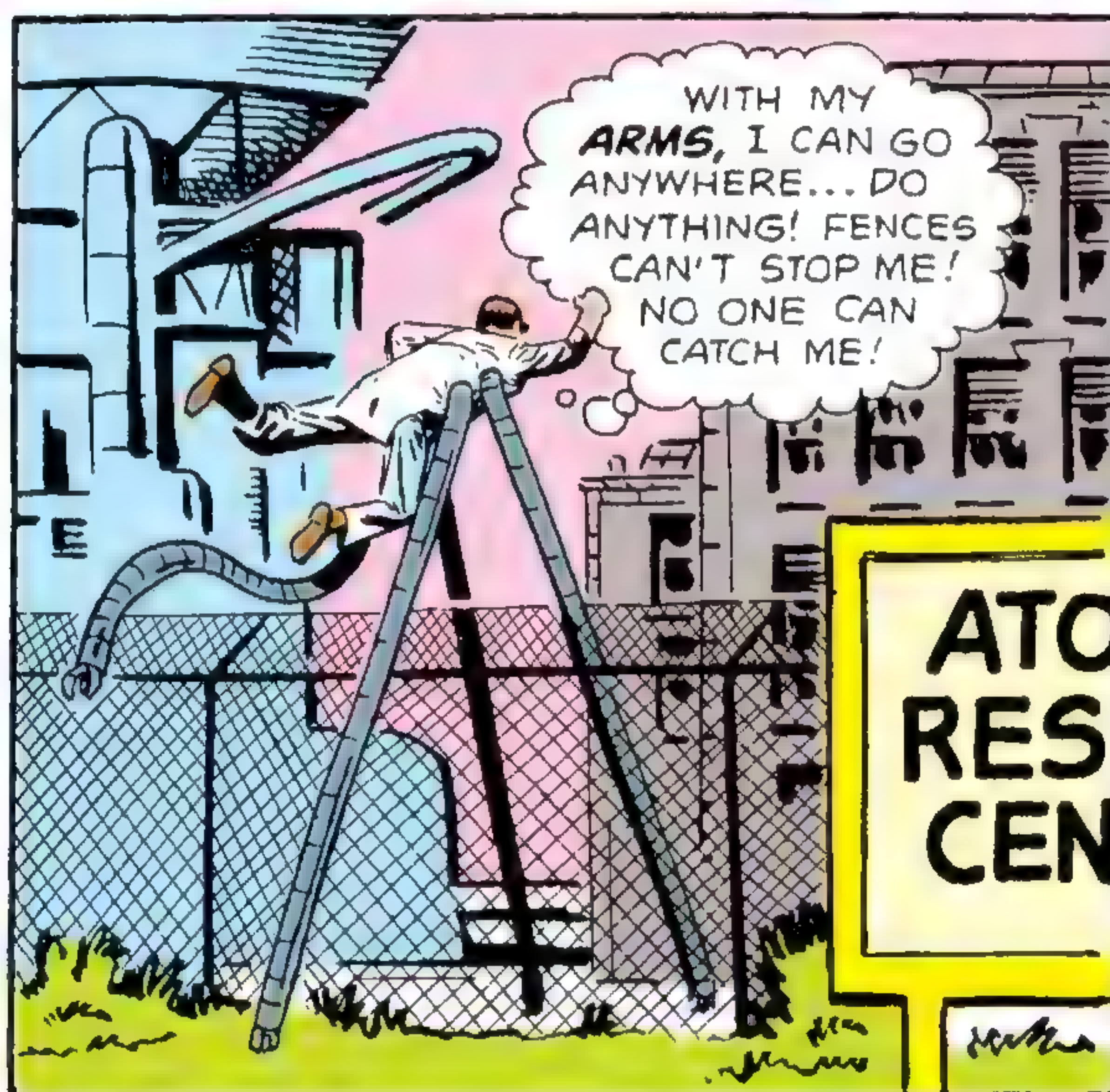
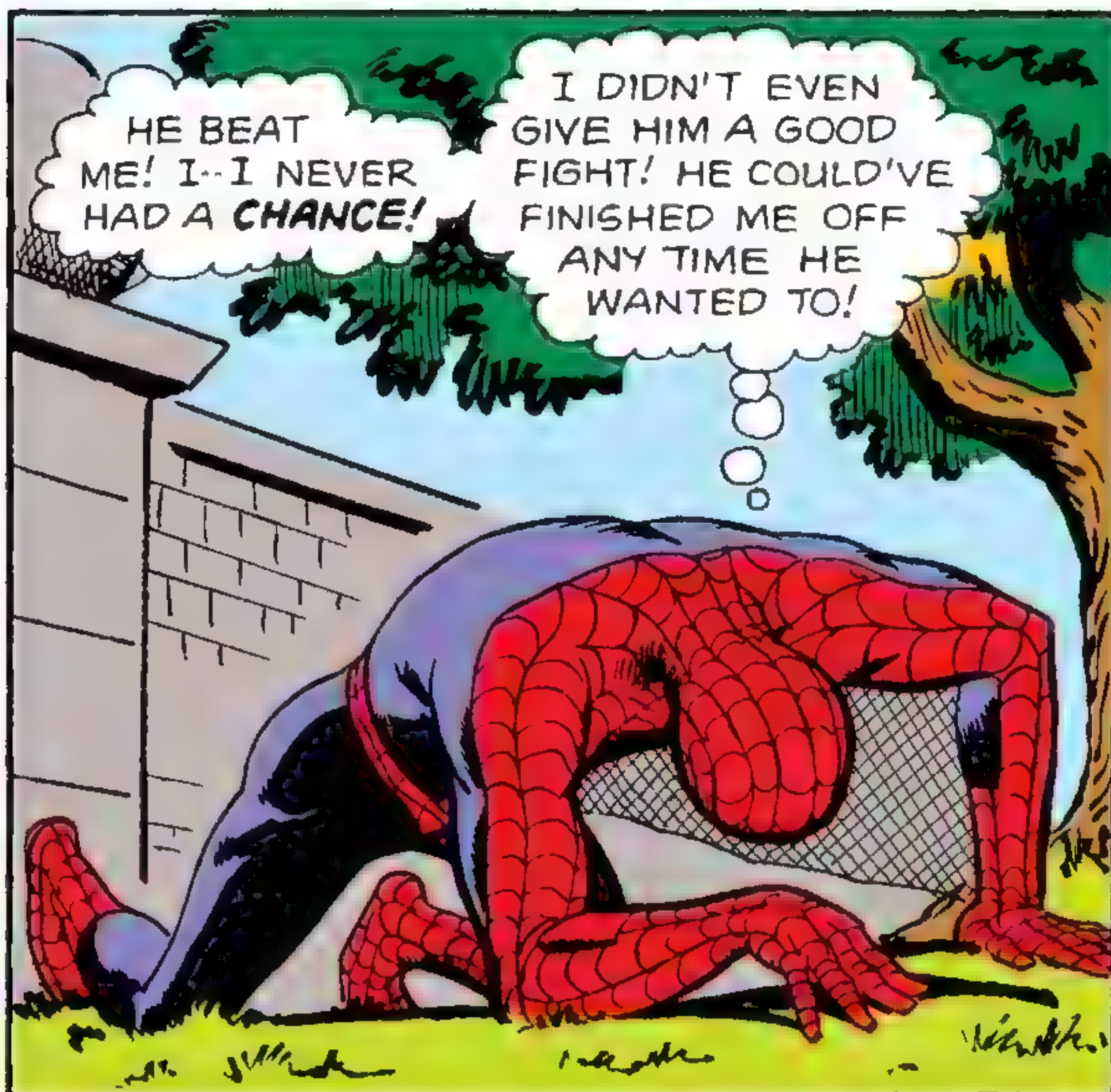




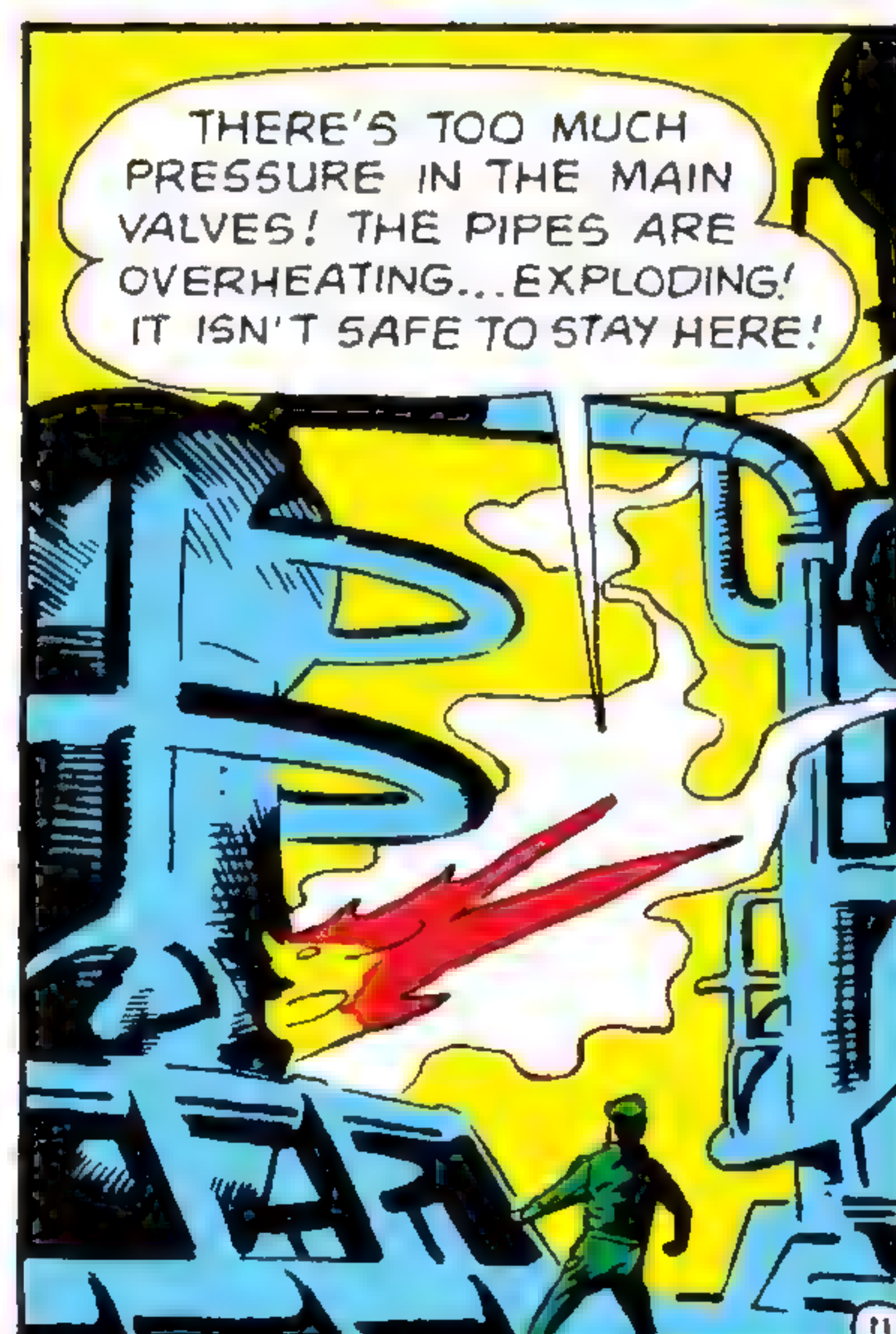
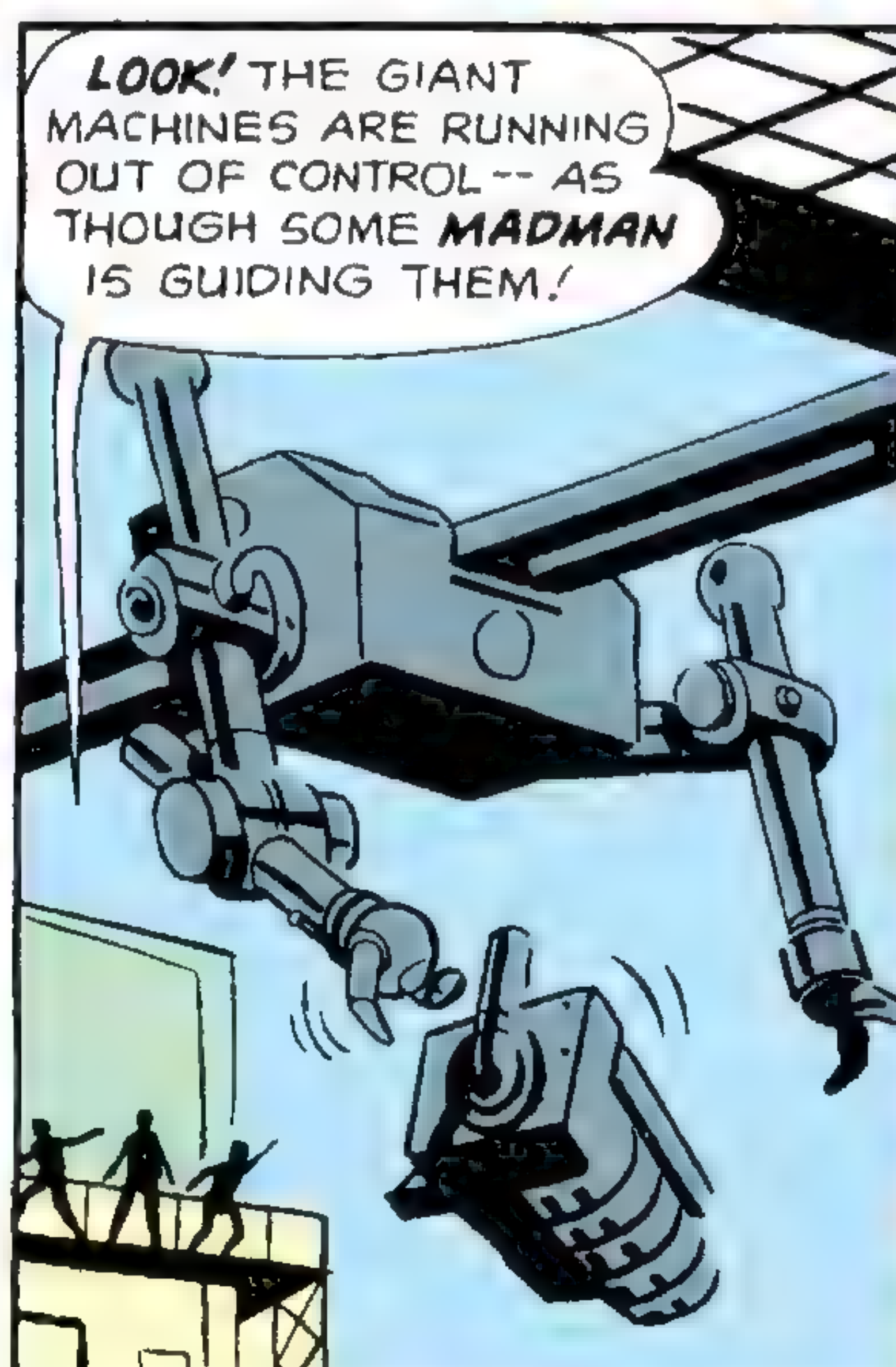
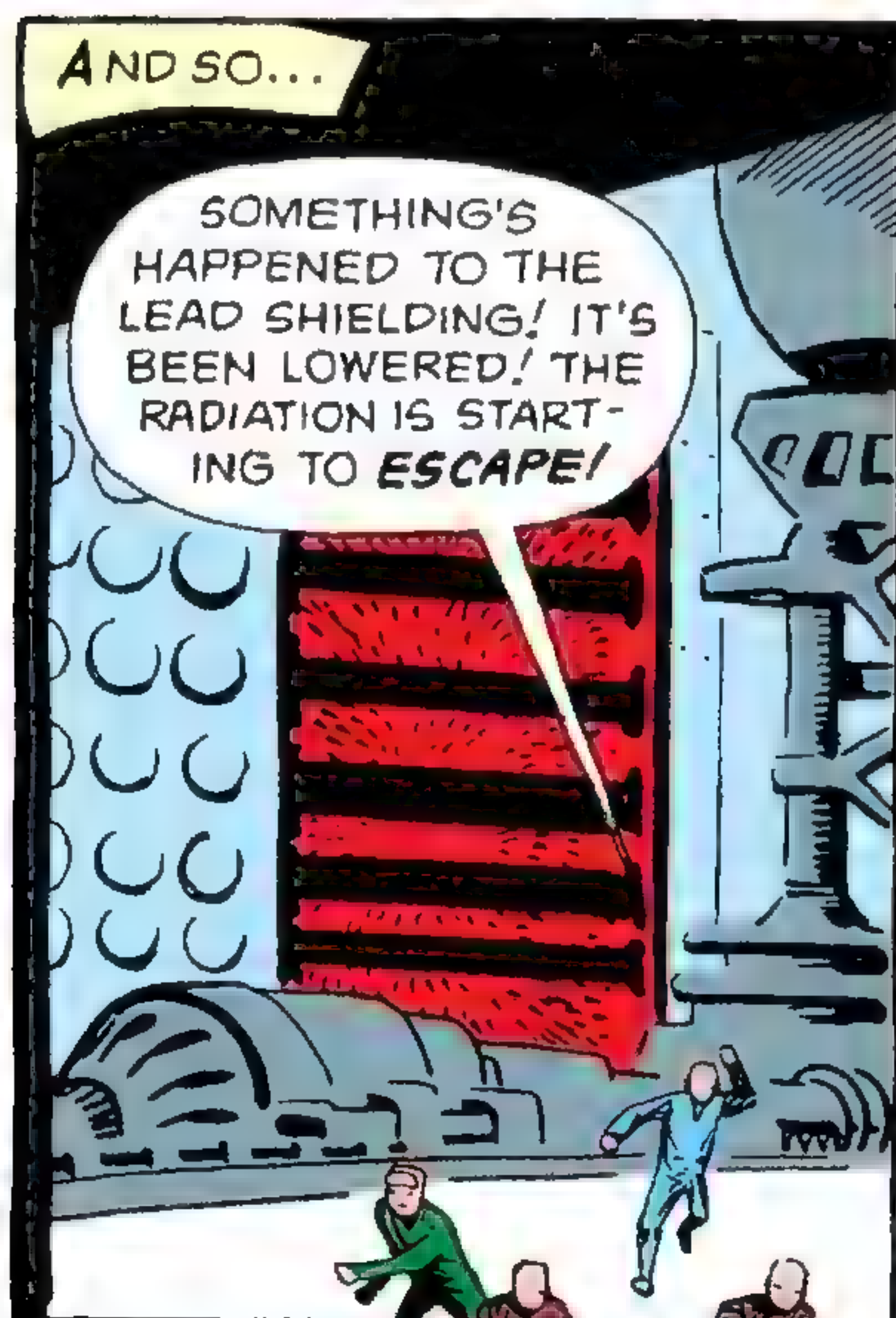
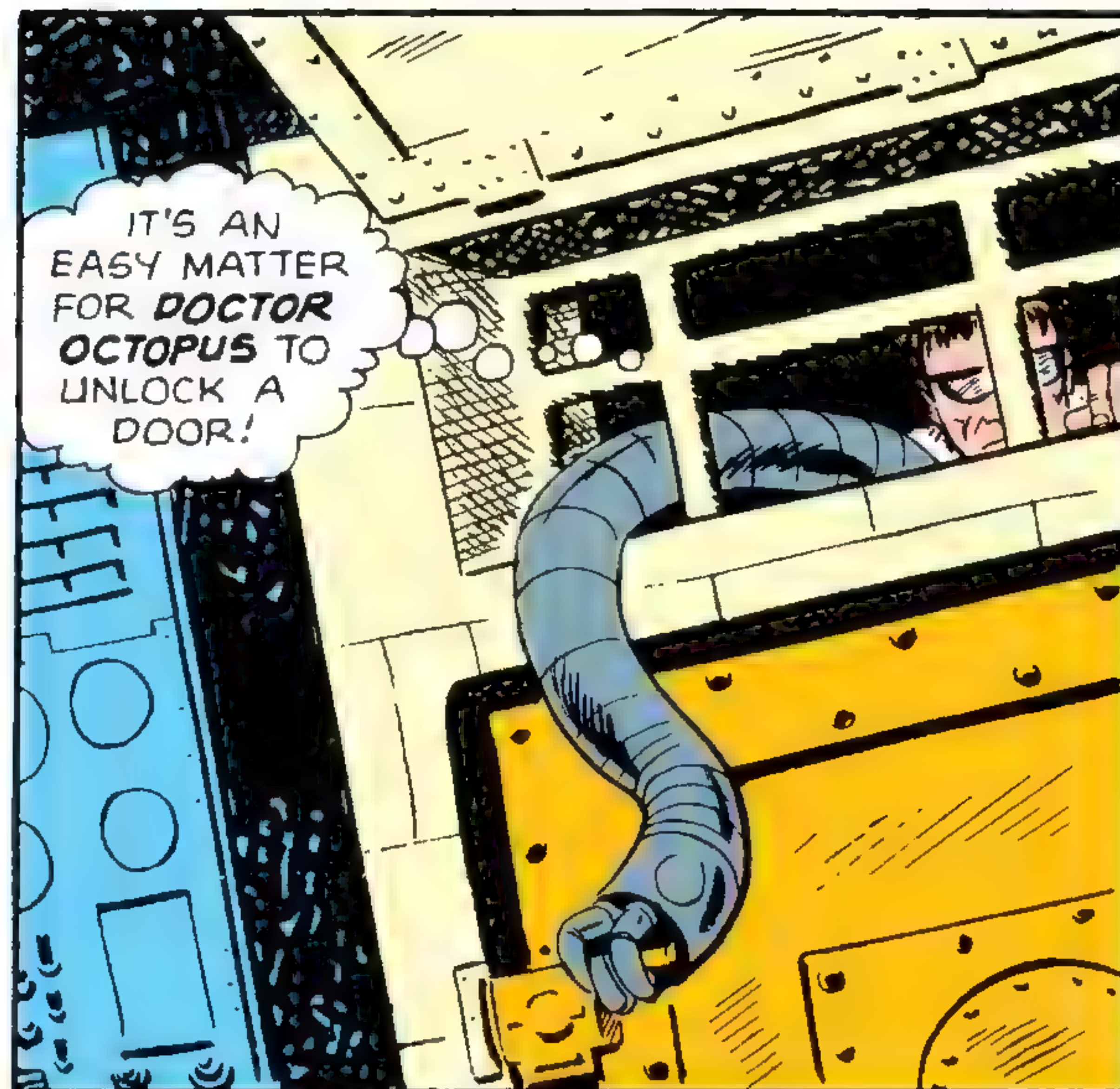
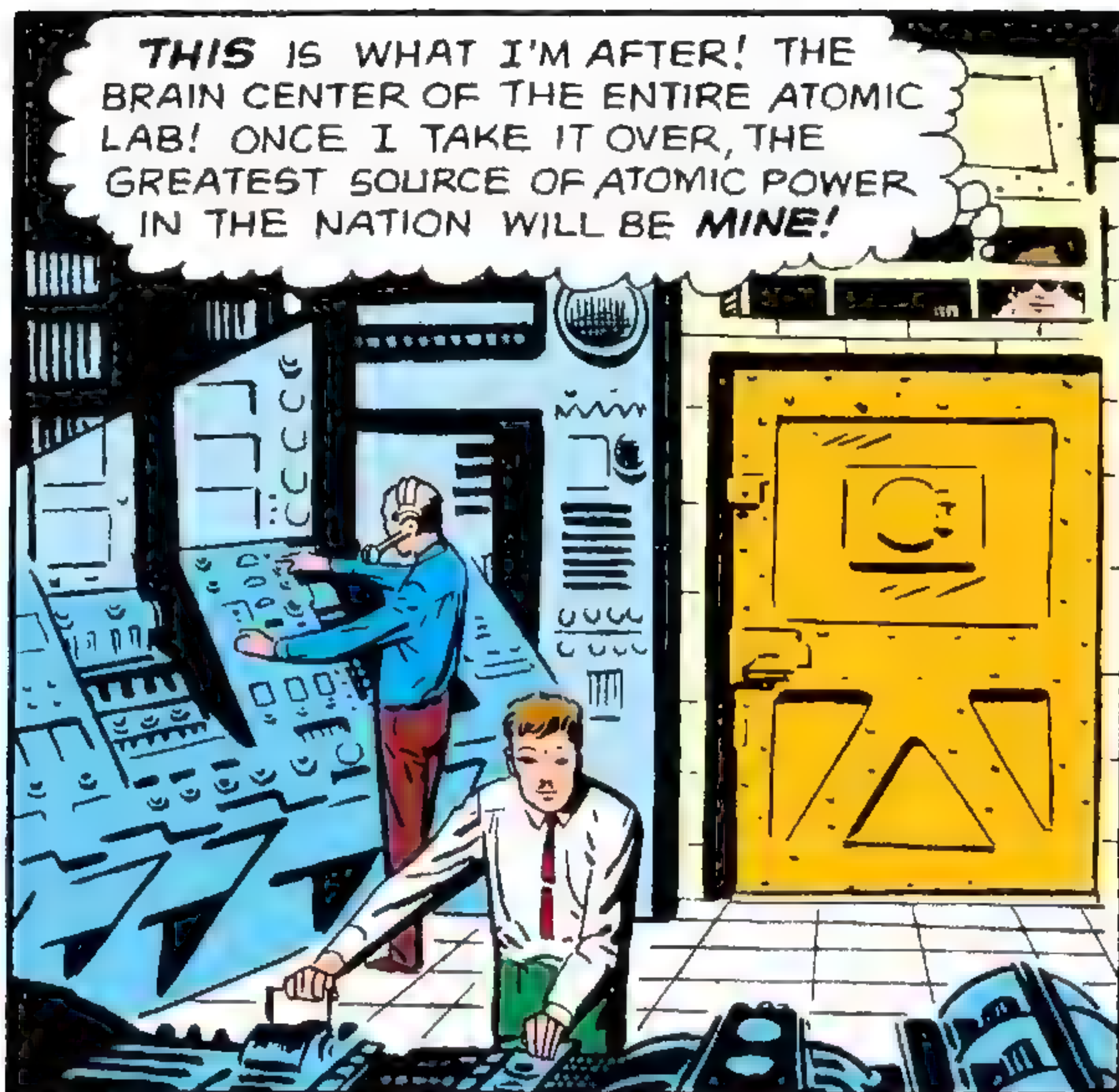




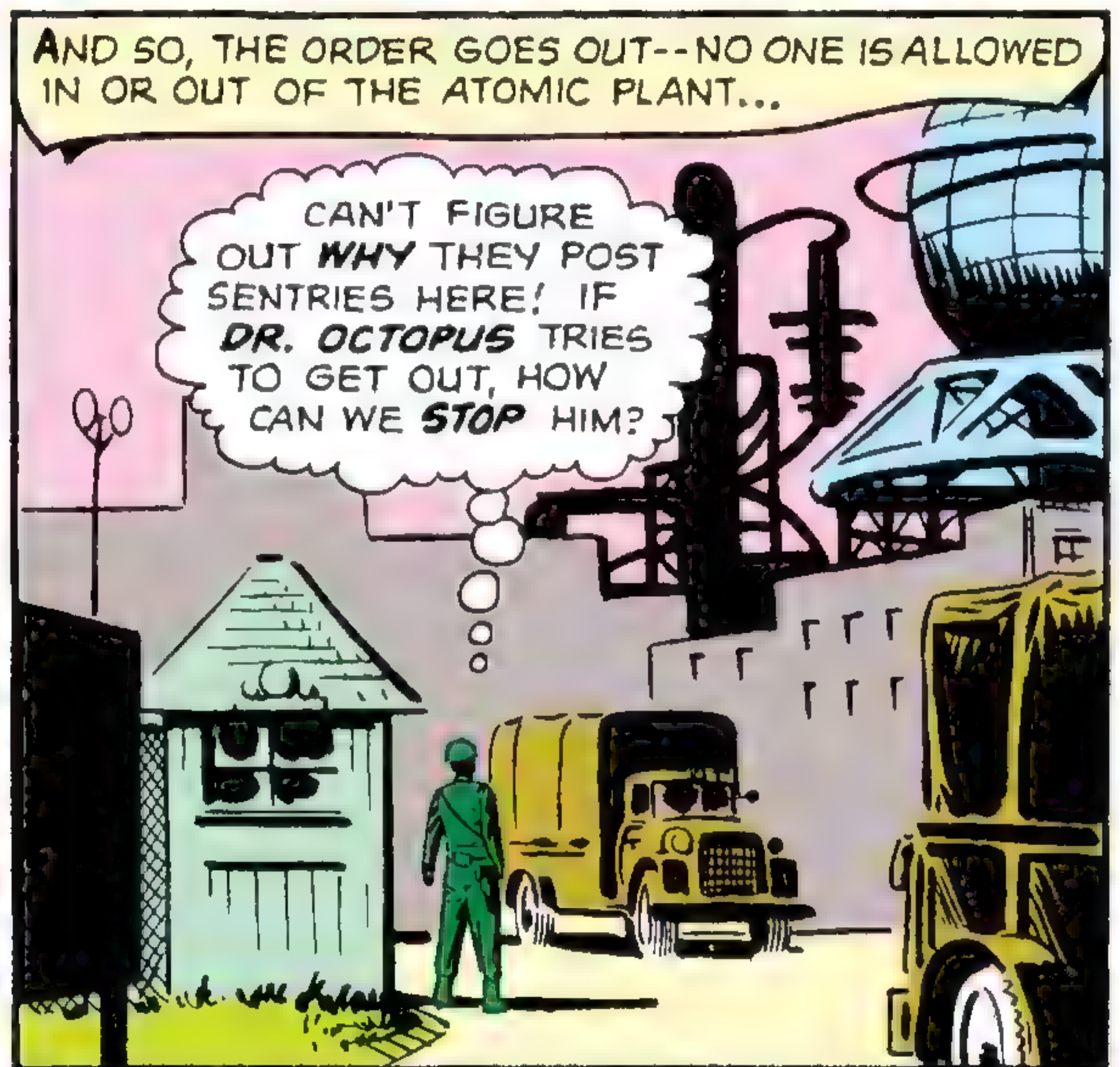
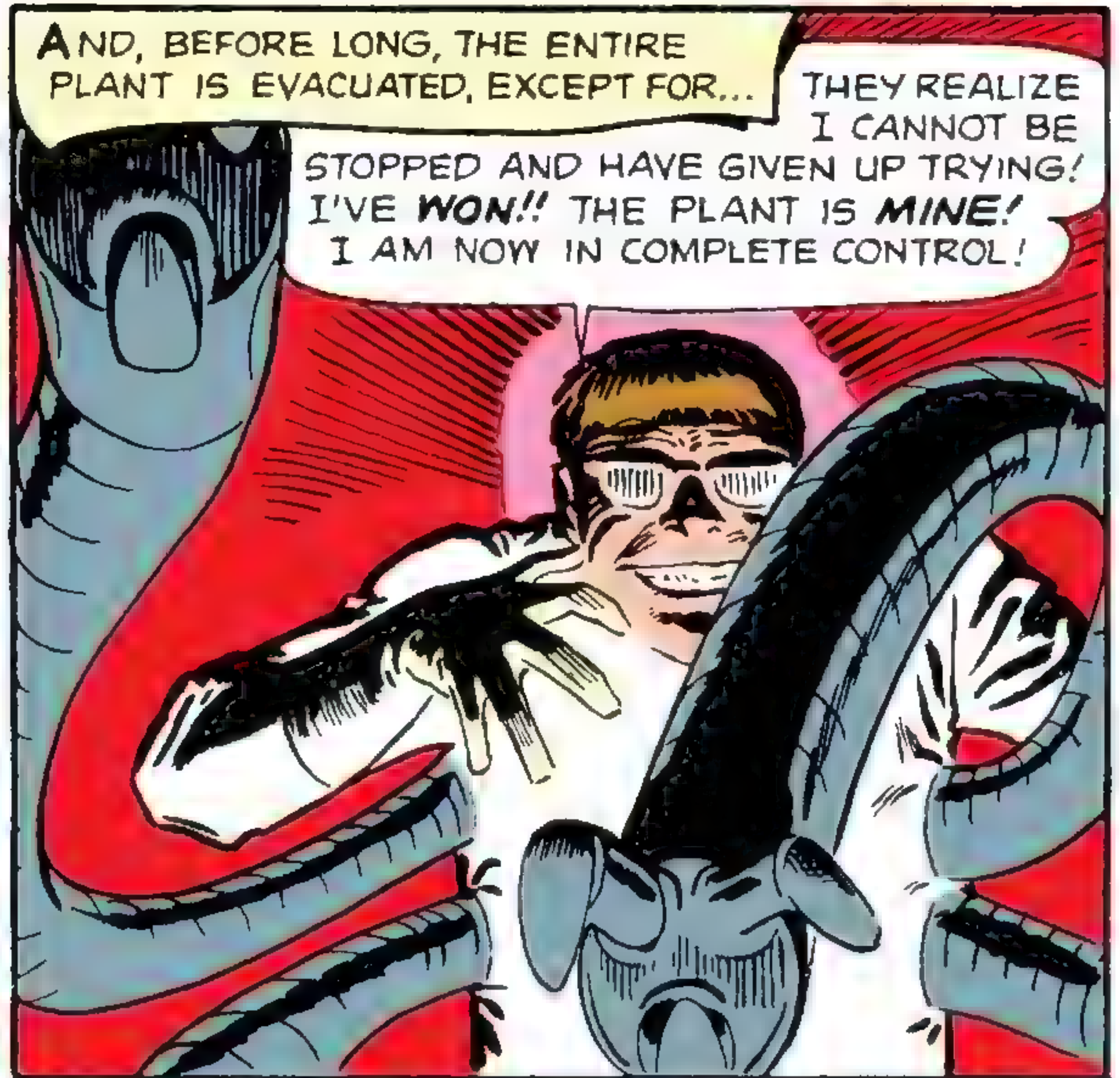
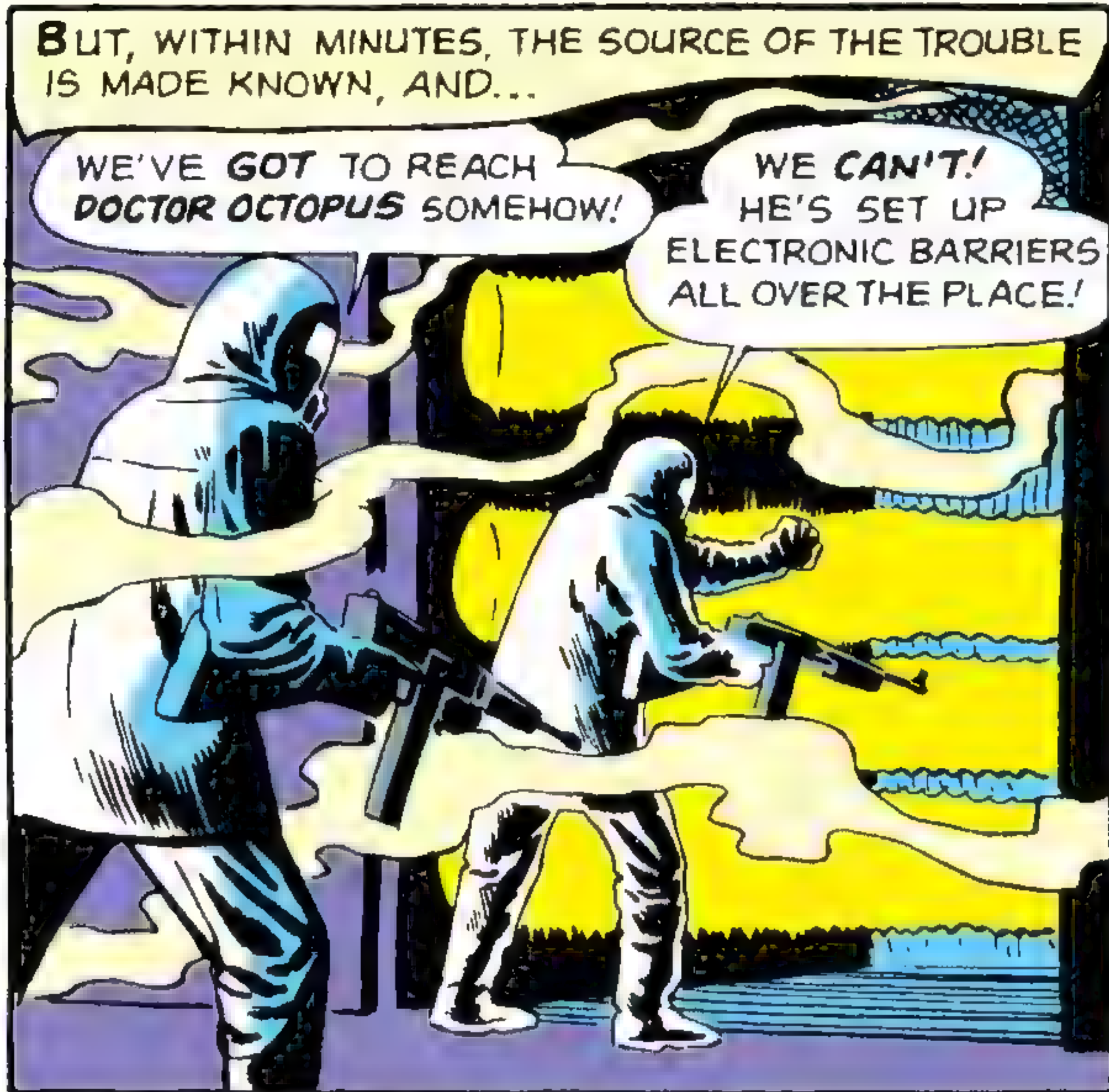








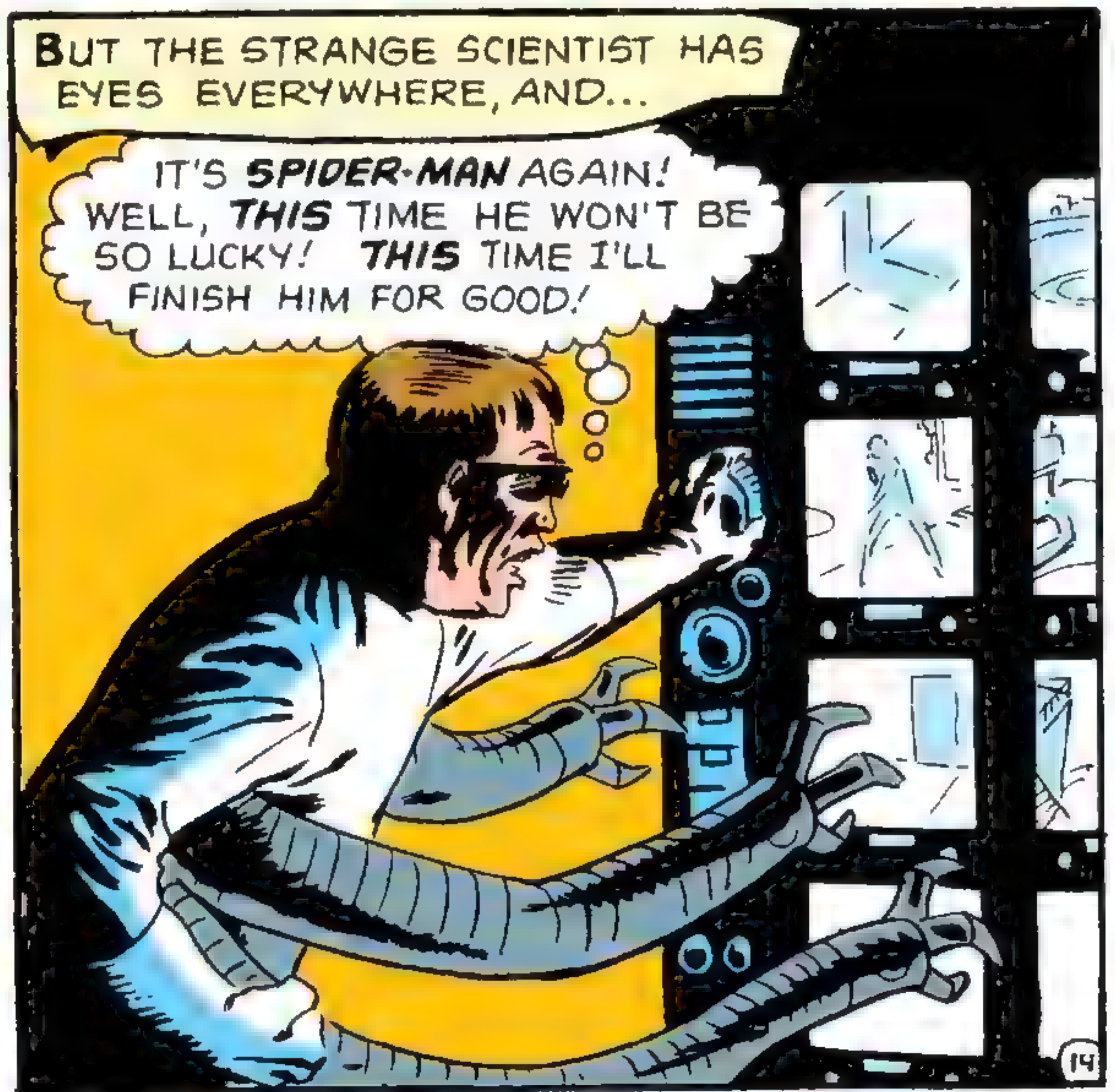
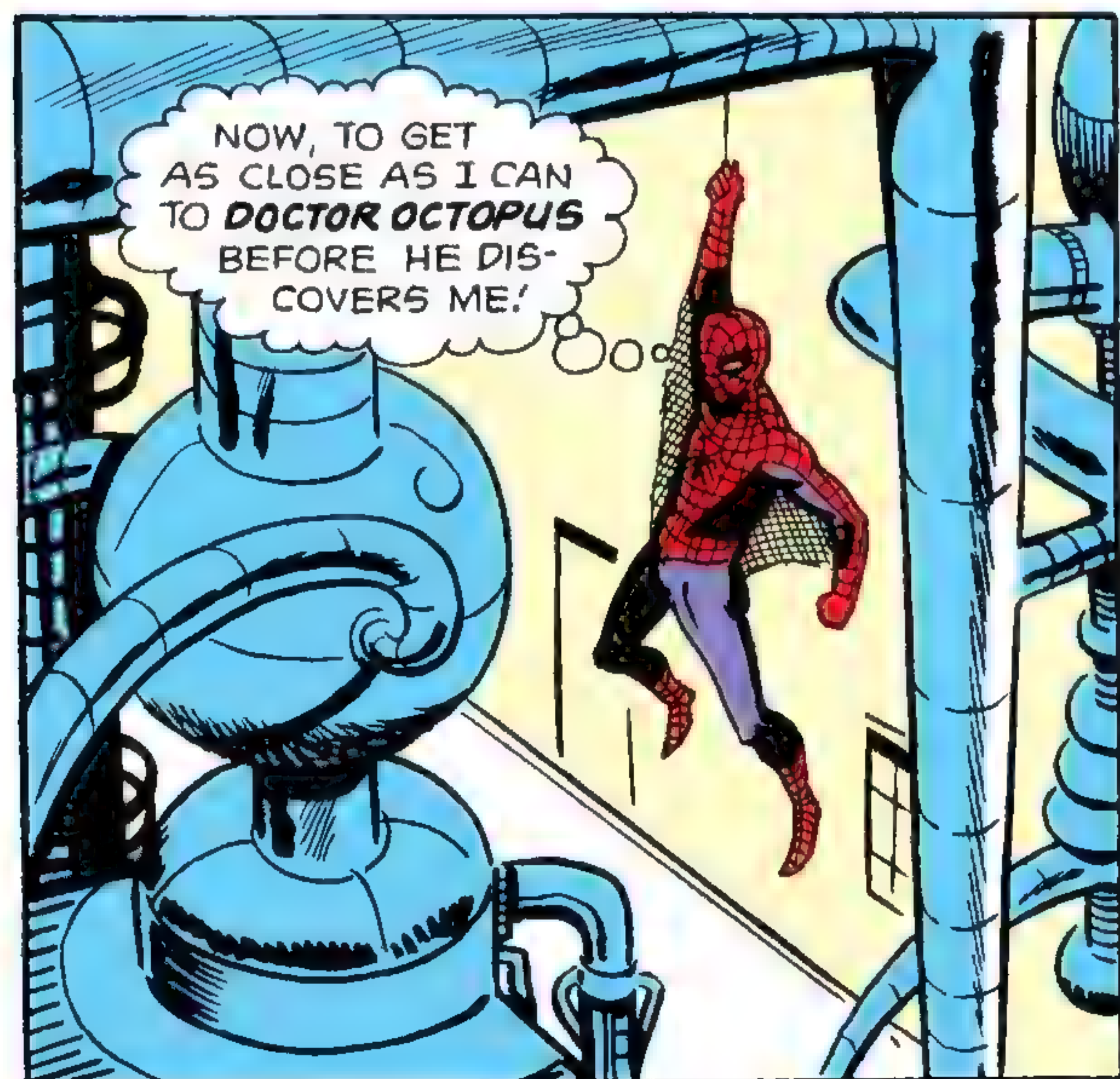
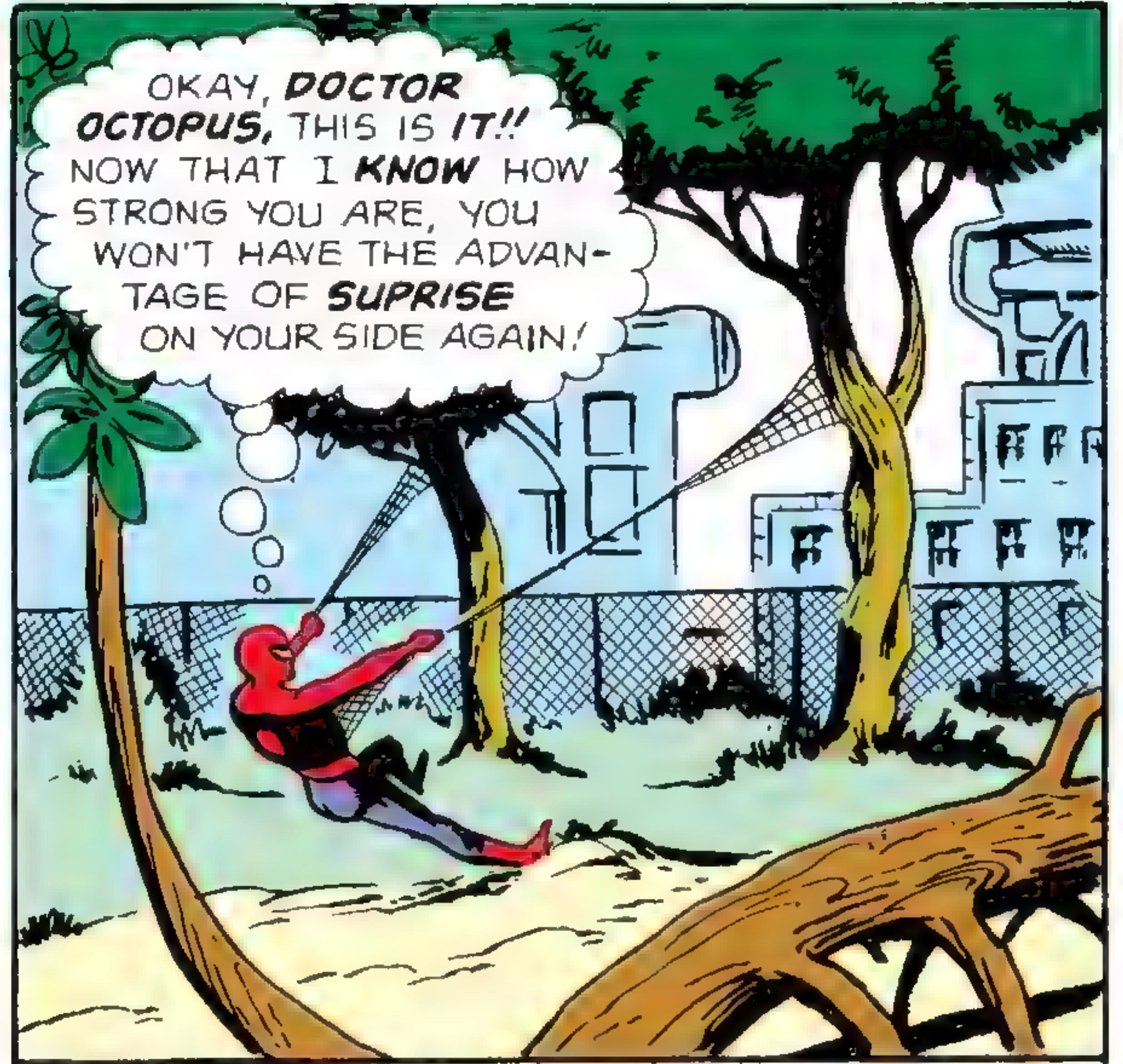








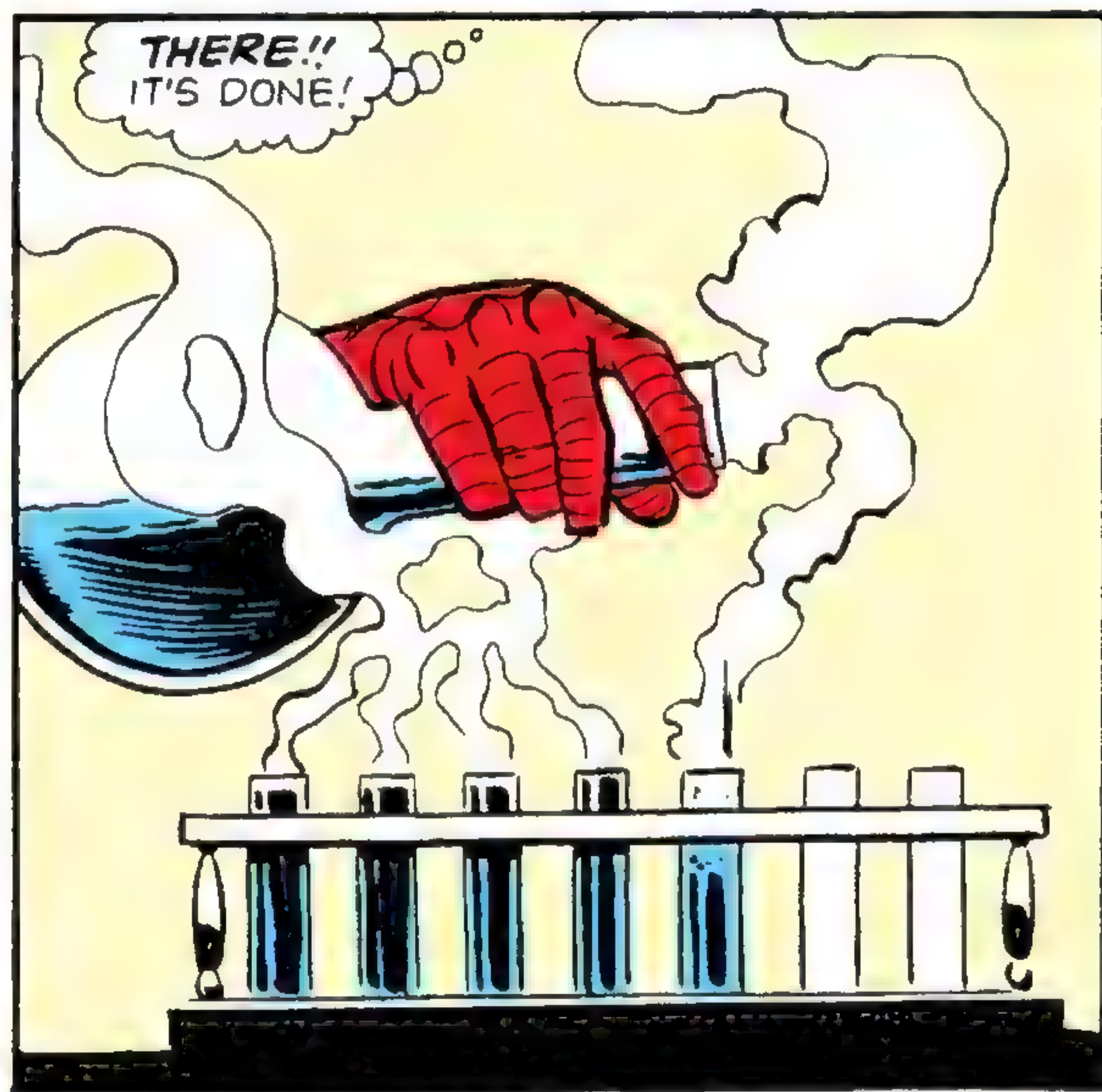
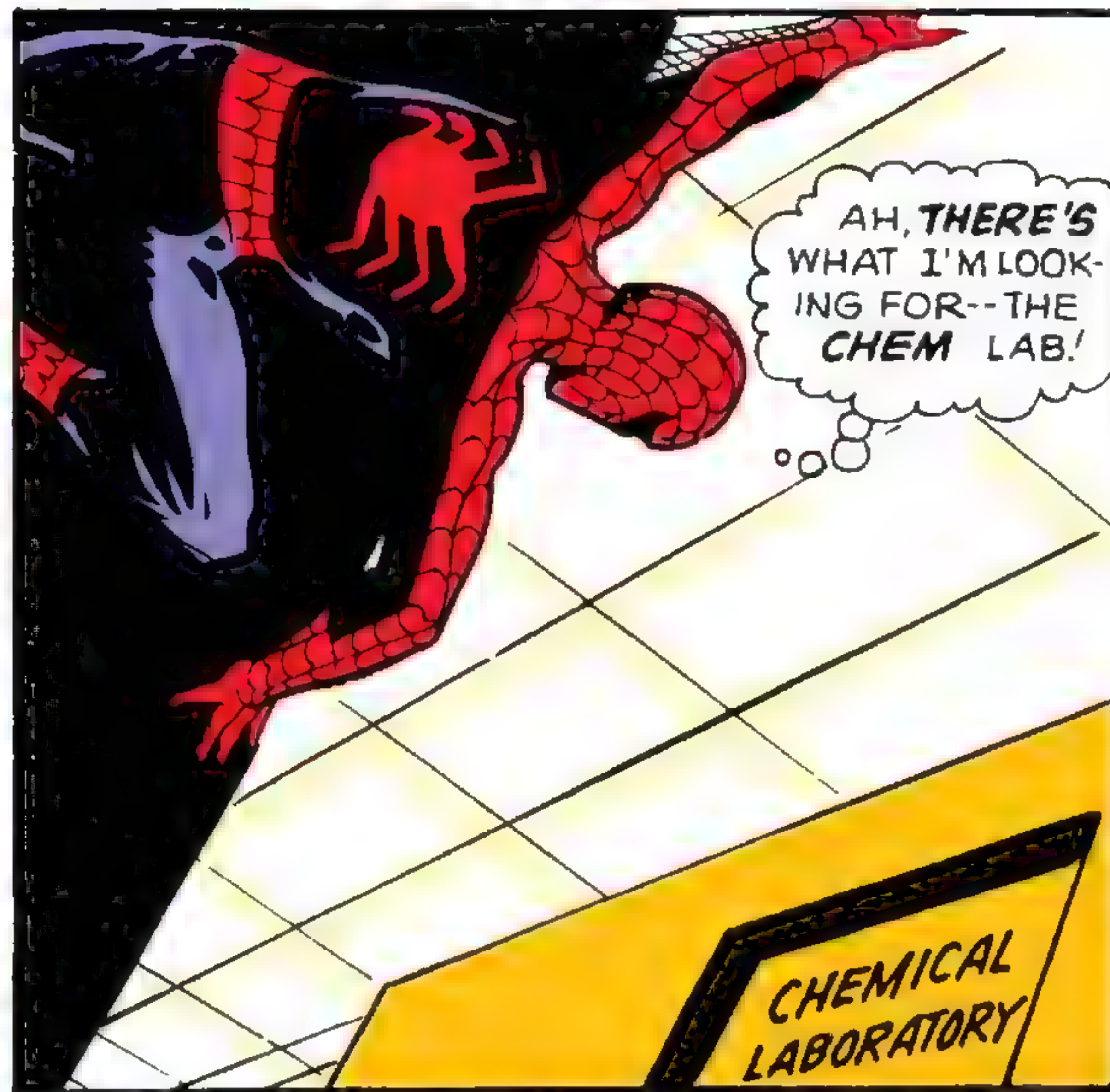
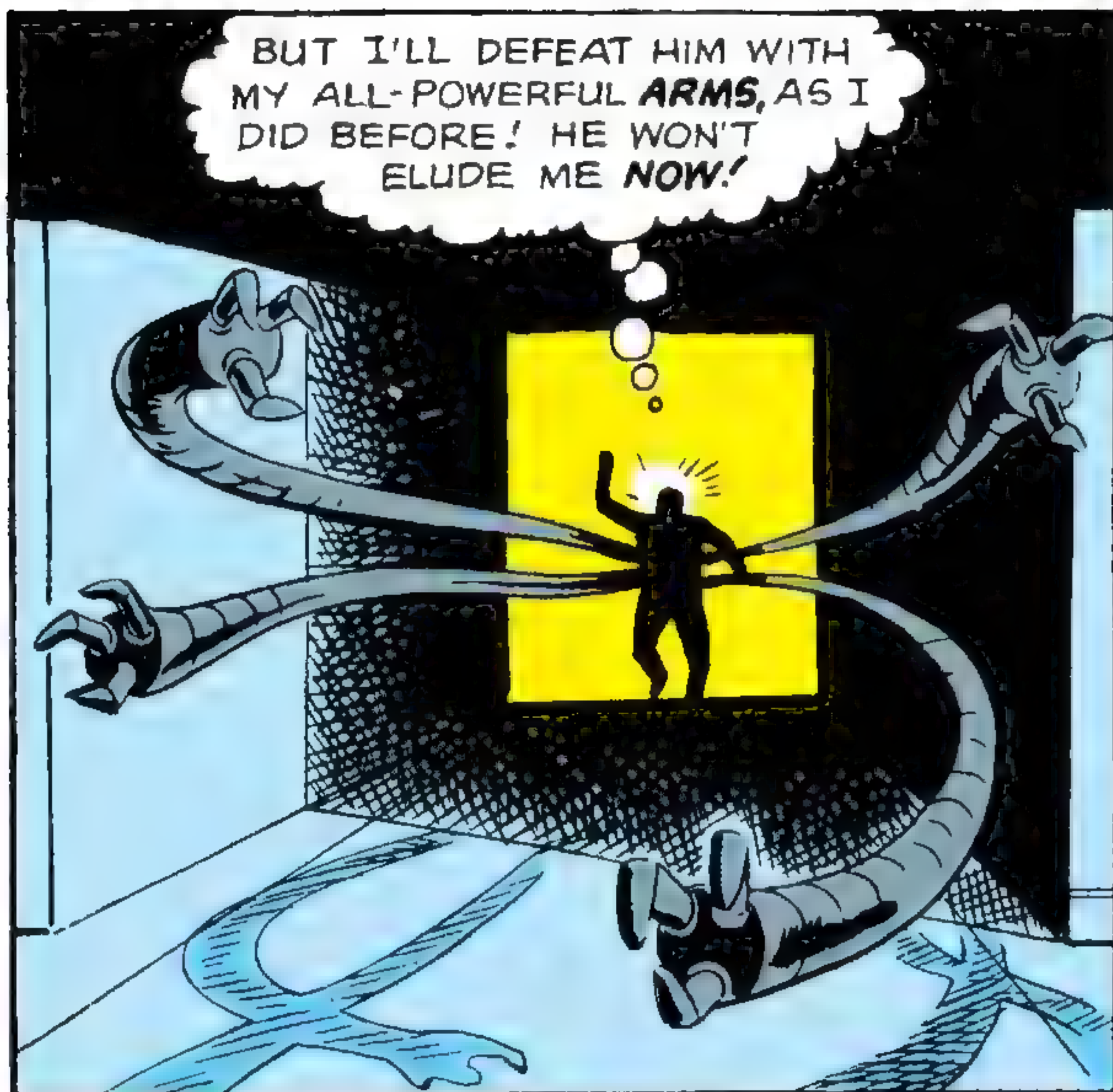




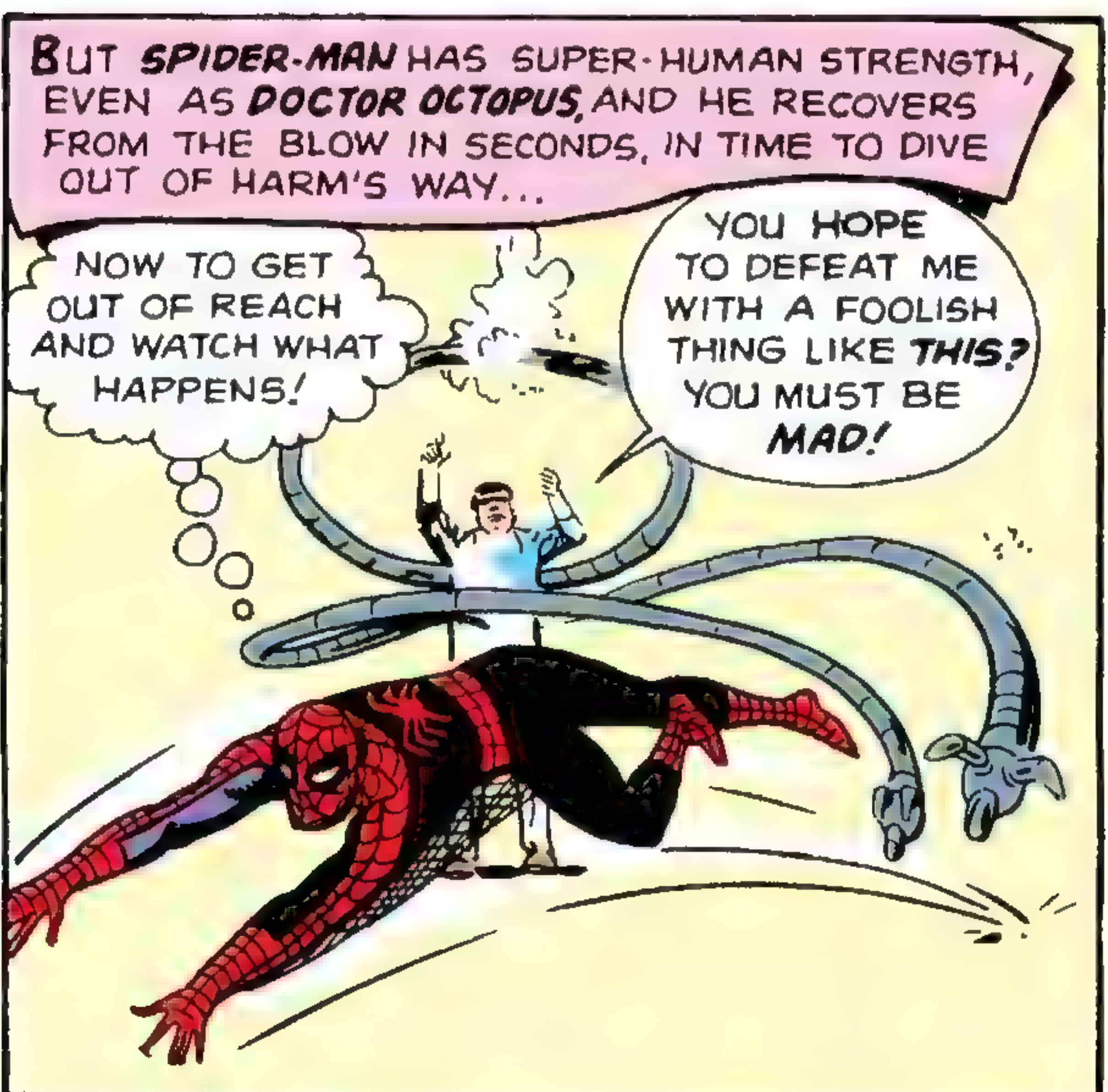
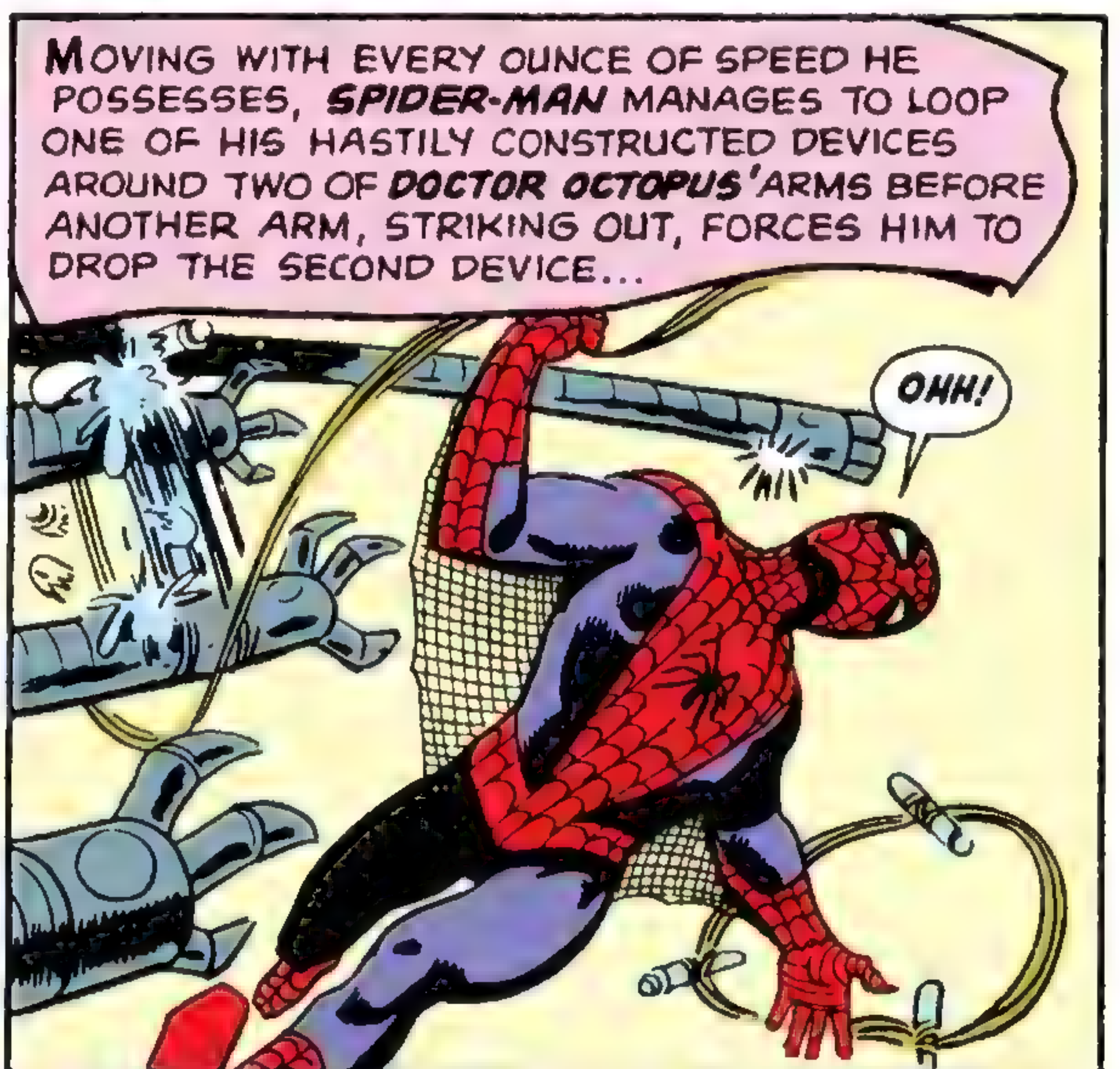
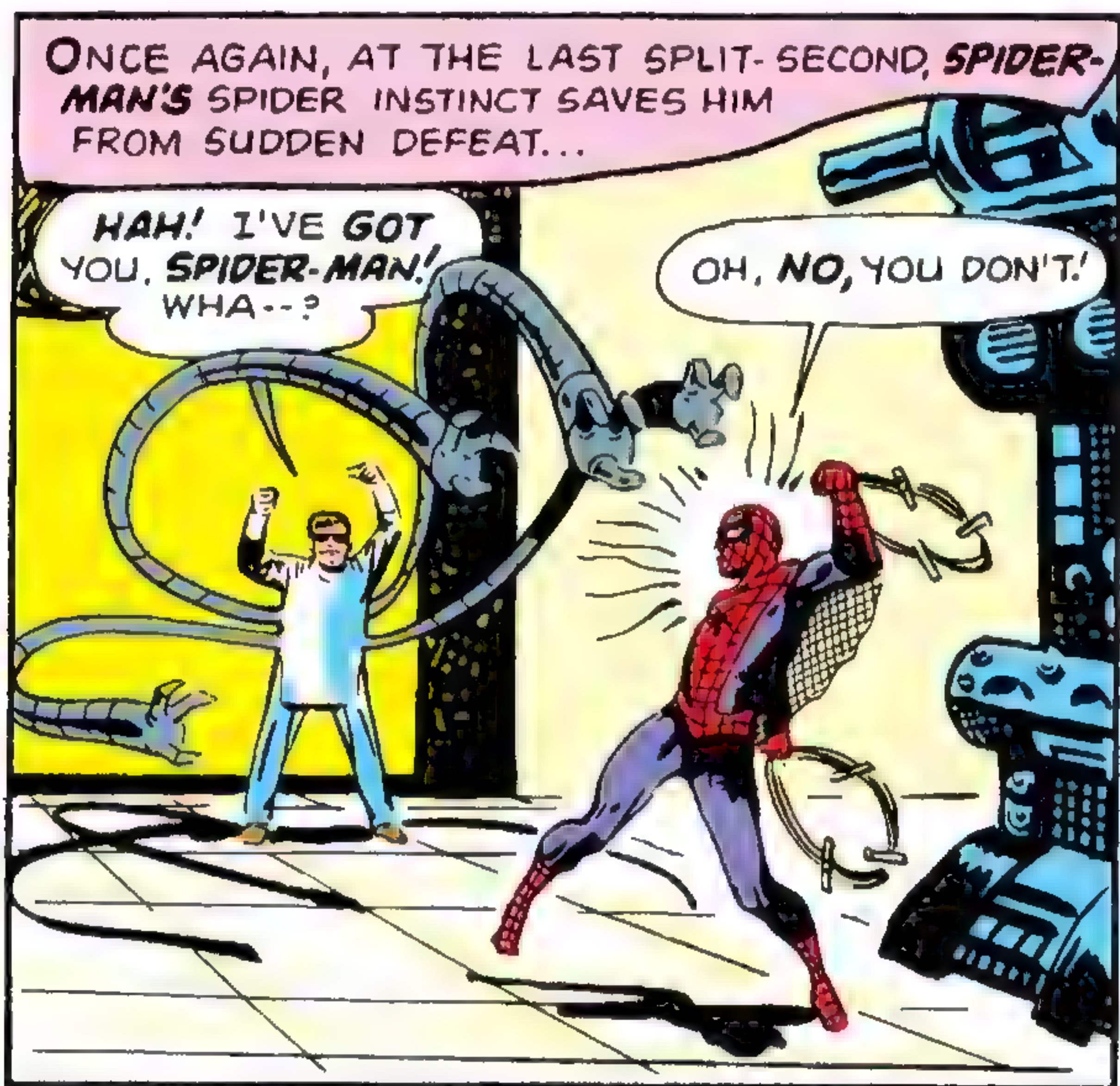
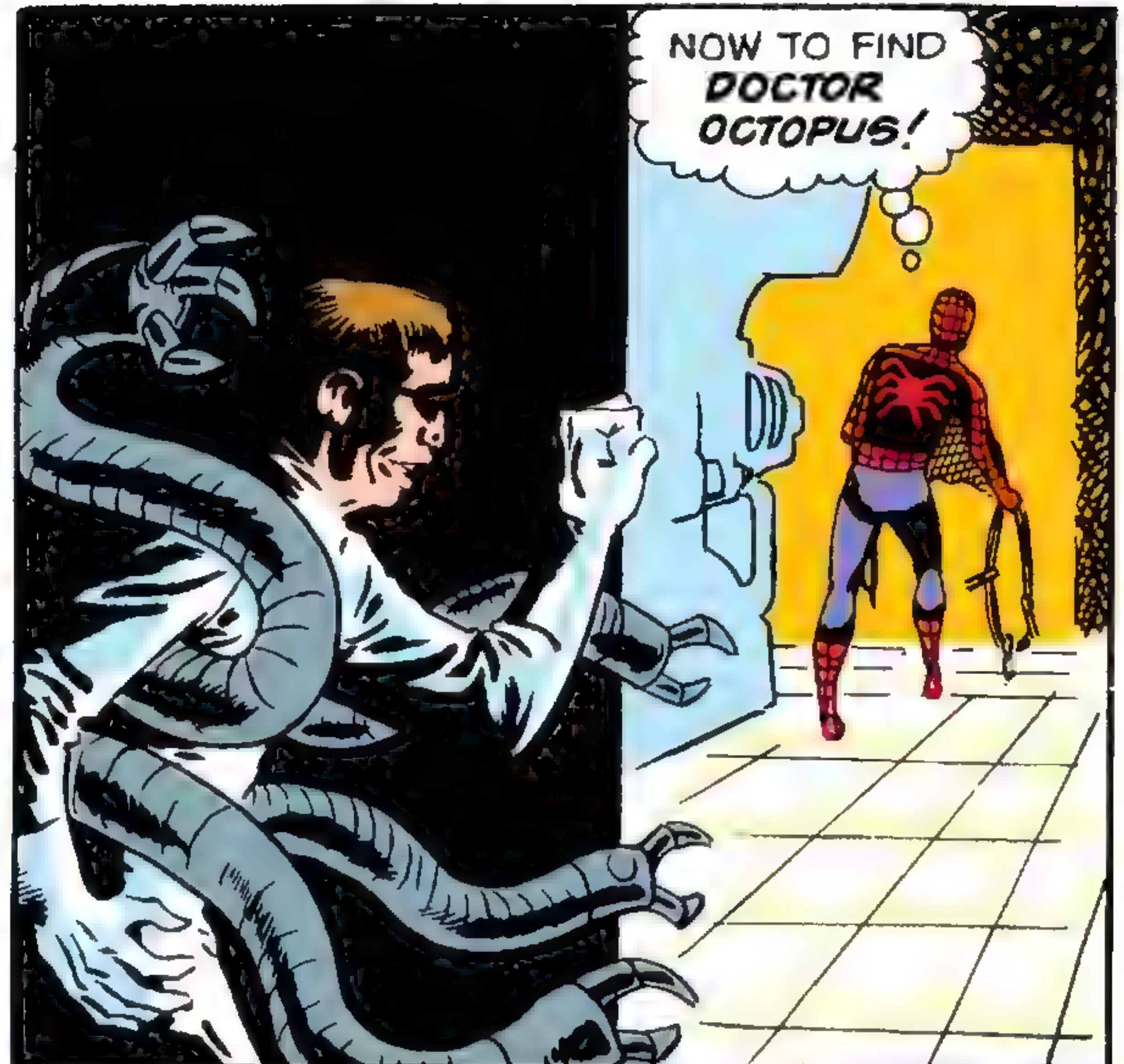














SLOWLY, INEXORABLY, **DR. OCTOPUS** FORCES **SPIDER-MAN** BACK AGAINST THE WALL, BLOCKING HIS WEB WITH HIS SWIFTLY-MOVING ARMS...

HA-HA! EVEN YOUR FAST-SHOOTING WEB ISN'T QUICK ENOUGH FOR ME!



HE'S USING HIS FUSED ARMS LIKE A **CLUB!** I CAN'T RETREAT ANY FURTHER! MY BACK IS TO THE WALL! I'VE GOT TO TAKE A DESPERATE CHANCE!



MOVING LIKE A PERSON POSSESSED, **SPIDER-MAN** WHIPS HIS LEGS AROUND ONE OF **DOCTOR OCTOPUS'** TENTACLE ARMS, WHILE HE SEIZES THE OTHER FREE ARM WITH BOTH OF HIS POWERFUL HANDS...

GOT YOU!

BUT NOT FOR LONG!



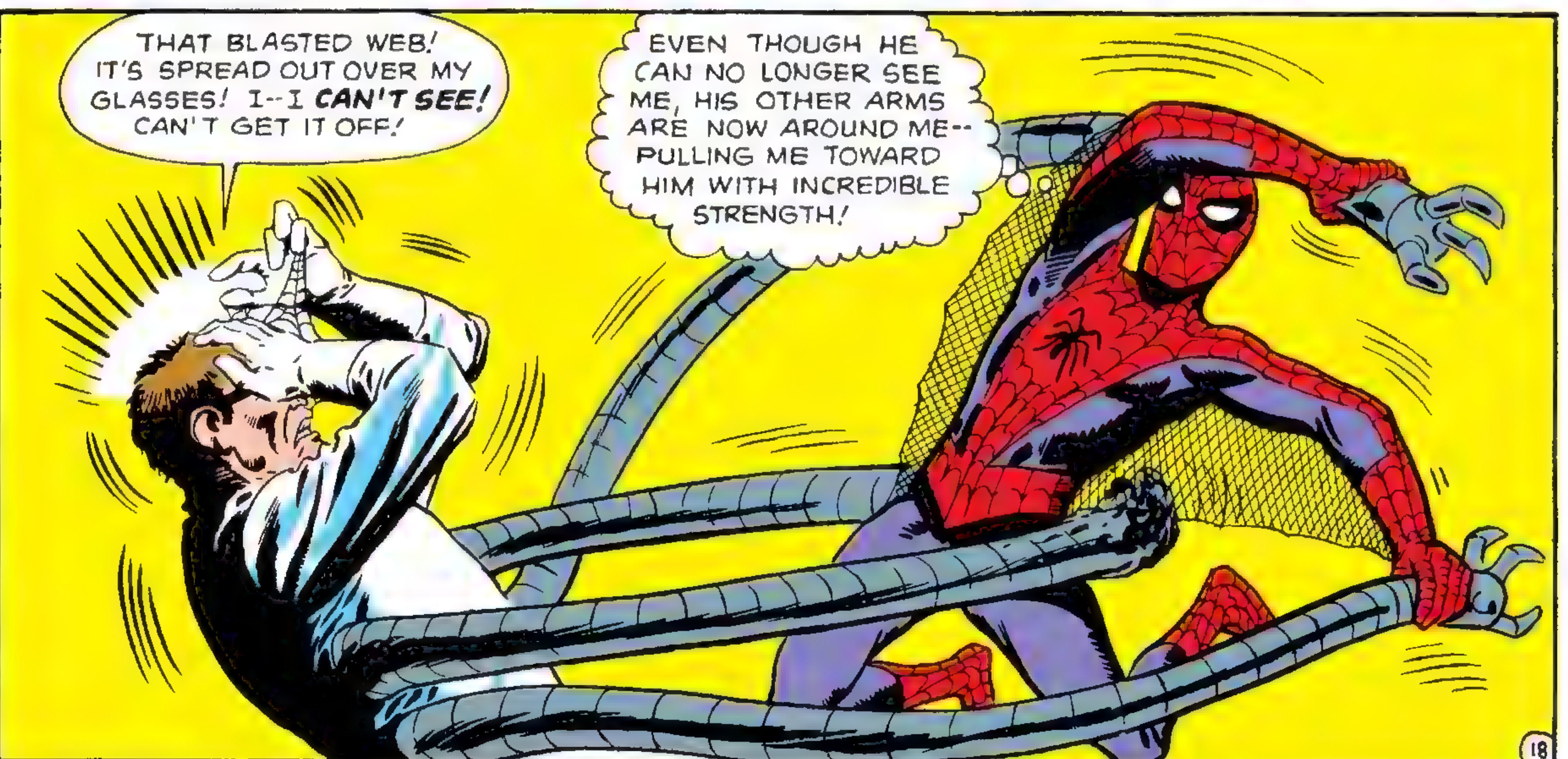
THEN, BEFORE **DOCTOR OCTOPUS** CAN MAKE ANOTHER MOVE, **SPIDER-MAN** SHOOTS HIS AMAZING WEB DIRECTLY AT THE STARTLED SCIENTIST'S FACE...

I SHOULD HAVE REALIZED SOONER, **OCTOPUS**, THE BEST DEFENSE IS A SMASHING OFFENSE!

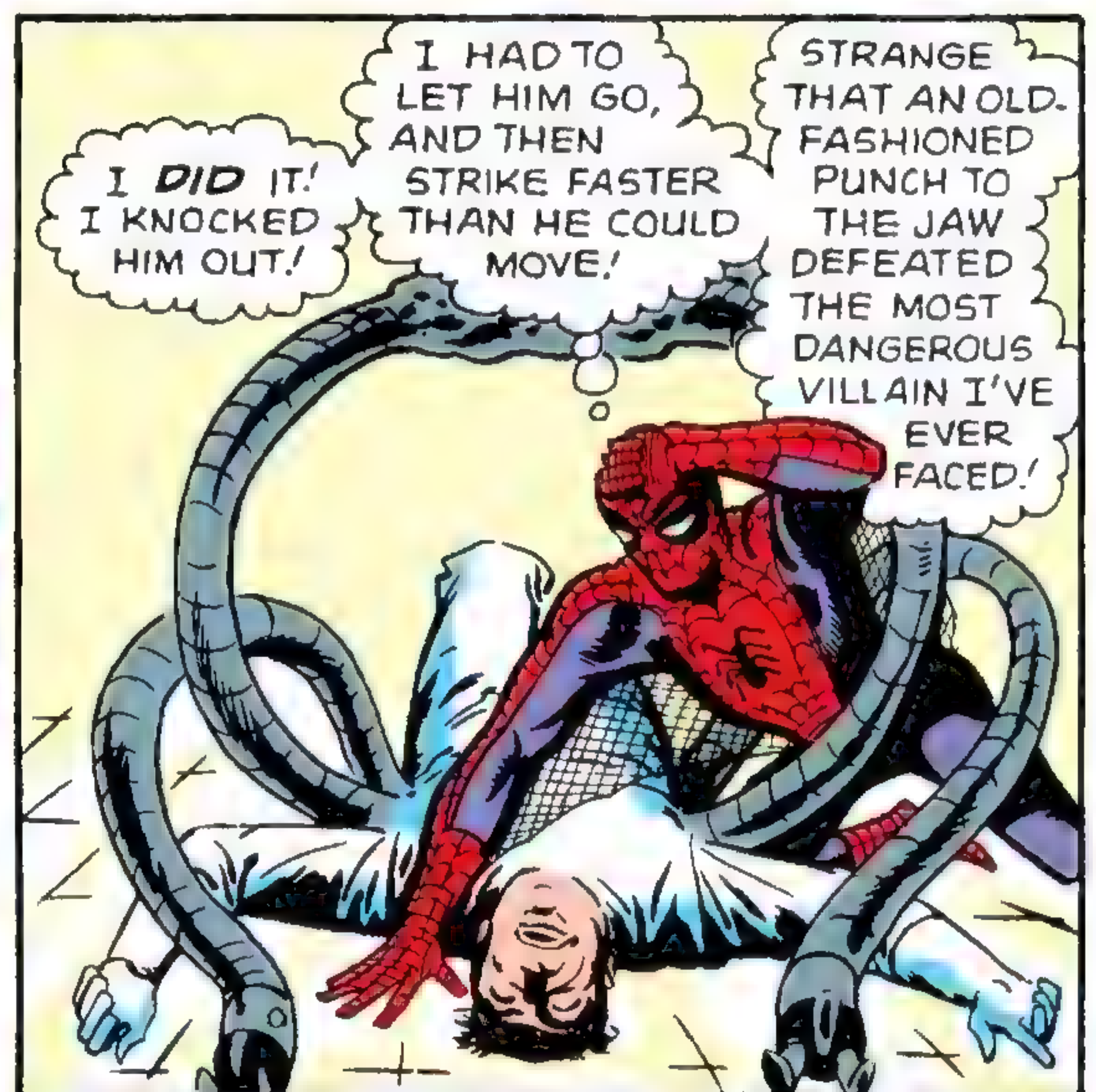
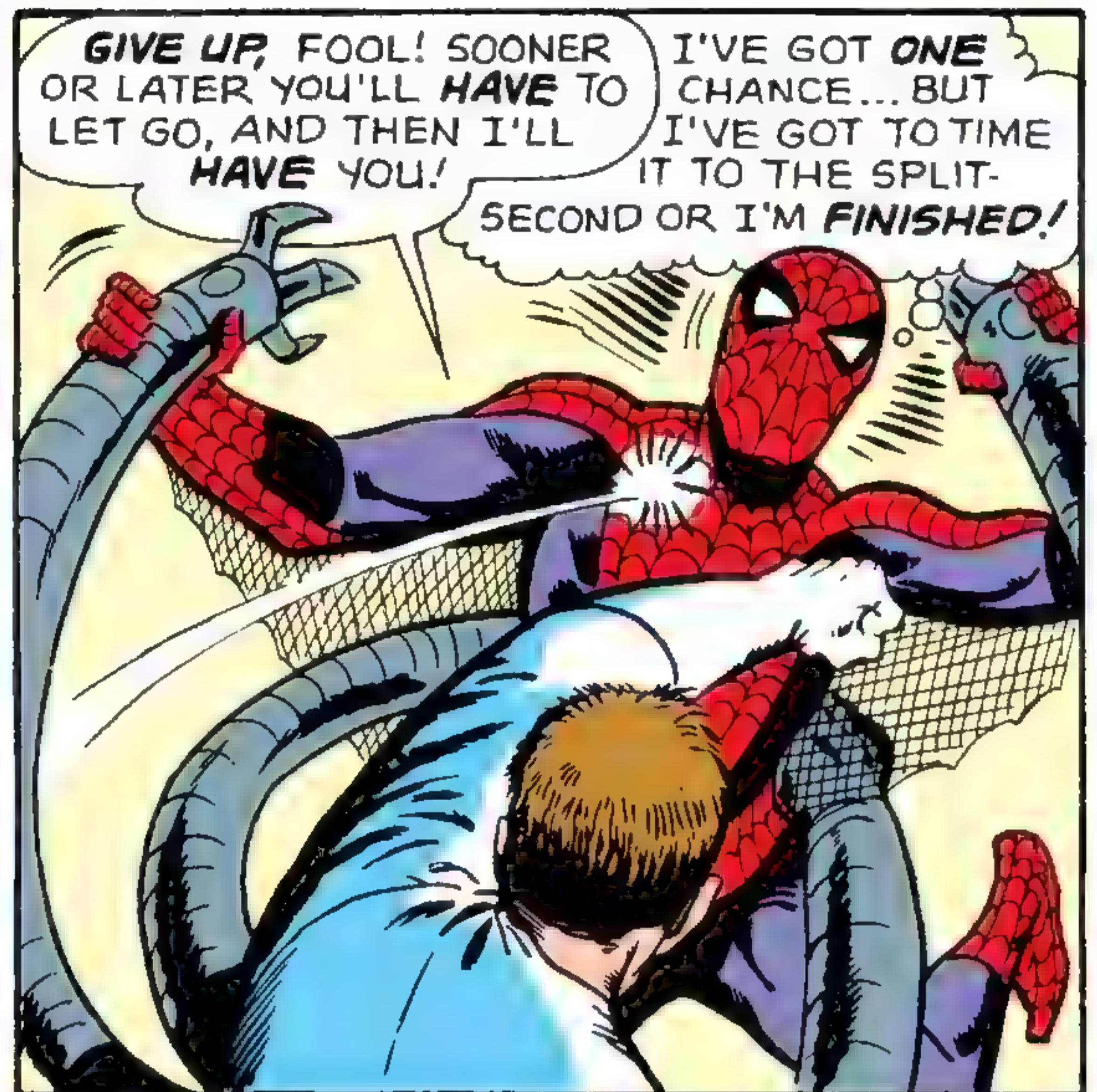


THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I-I **CAN'T SEE!** CAN'T GET IT OFF!

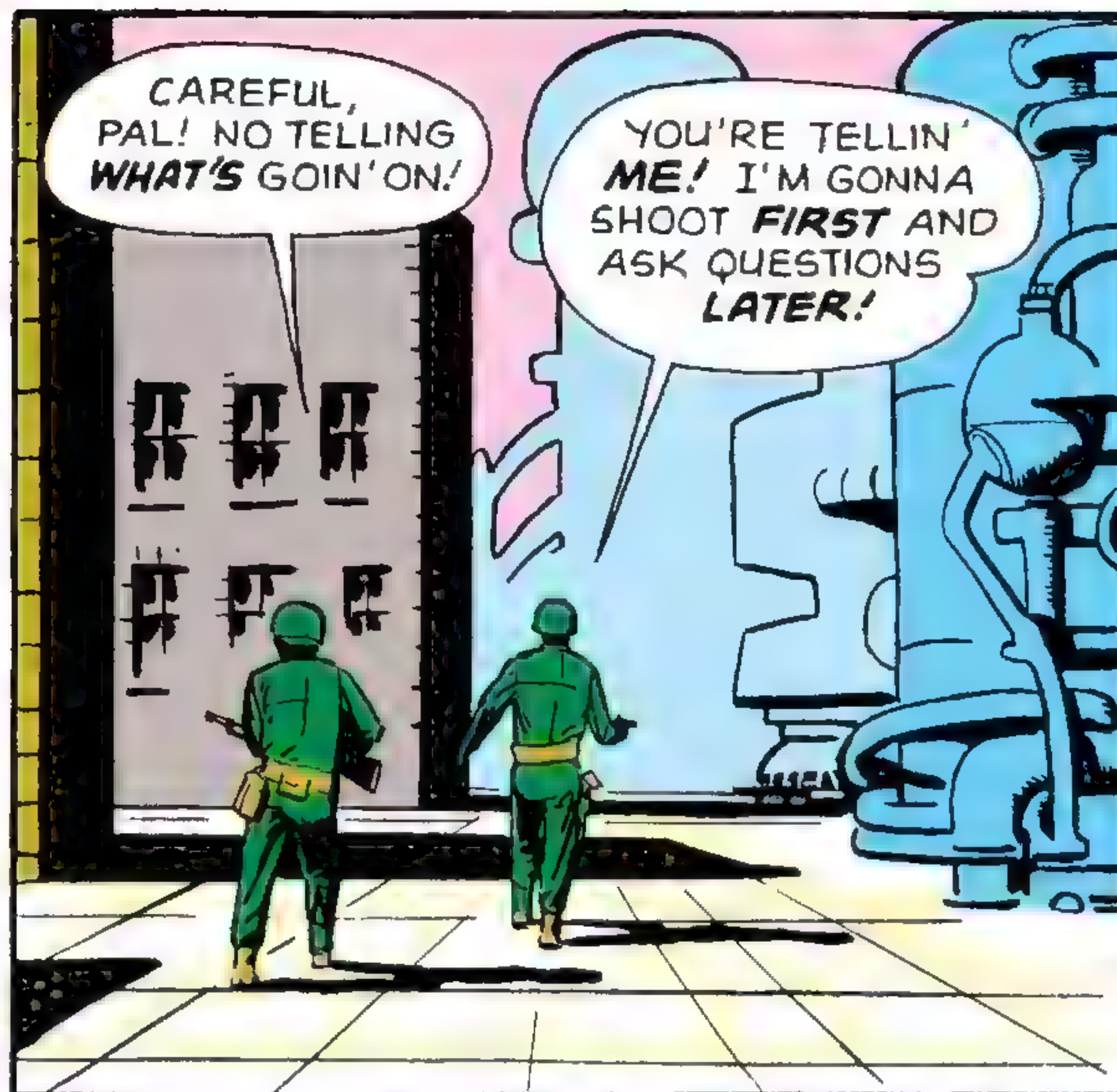
EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME--PULLING ME TOWARD HIM WITH INCREDIBLE STRENGTH!



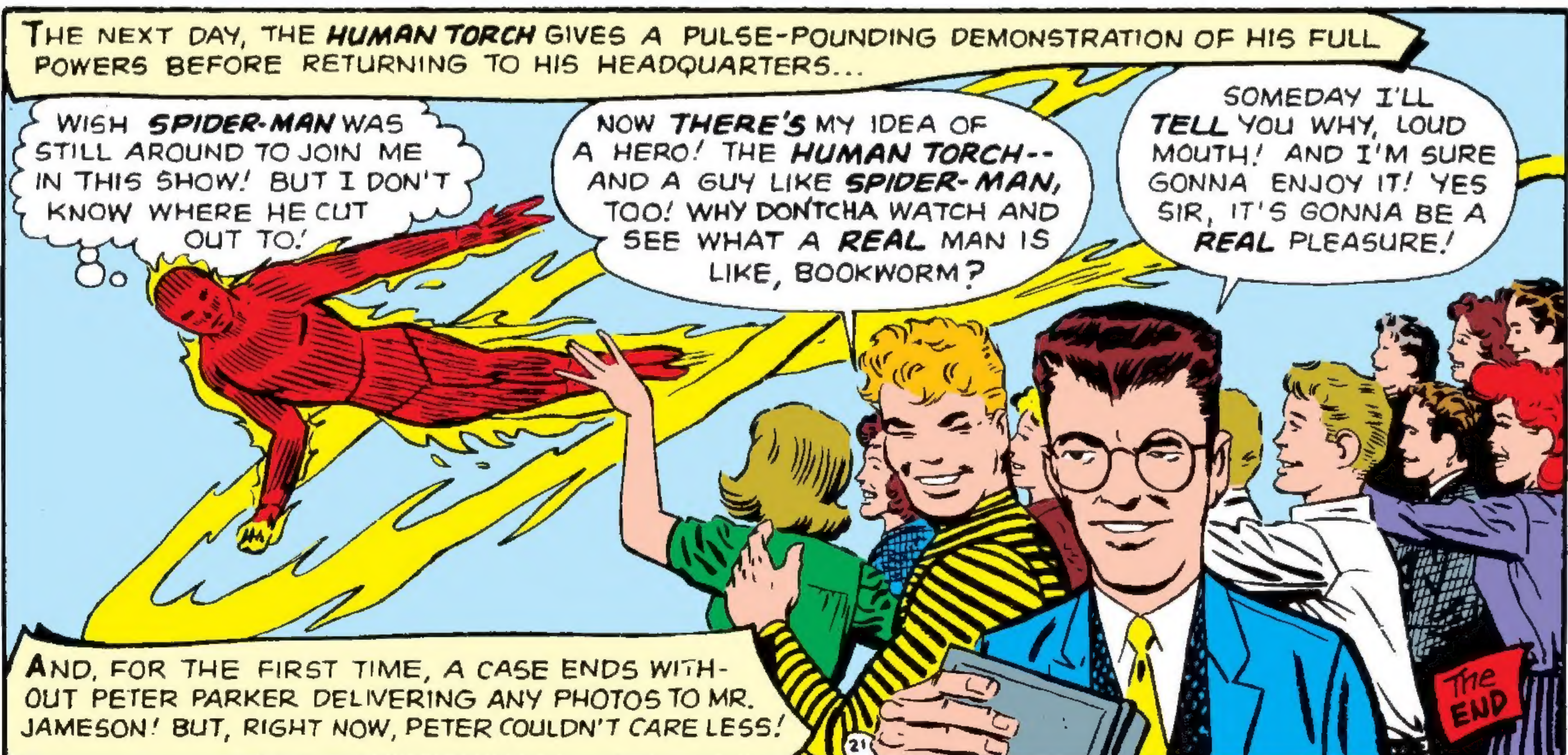
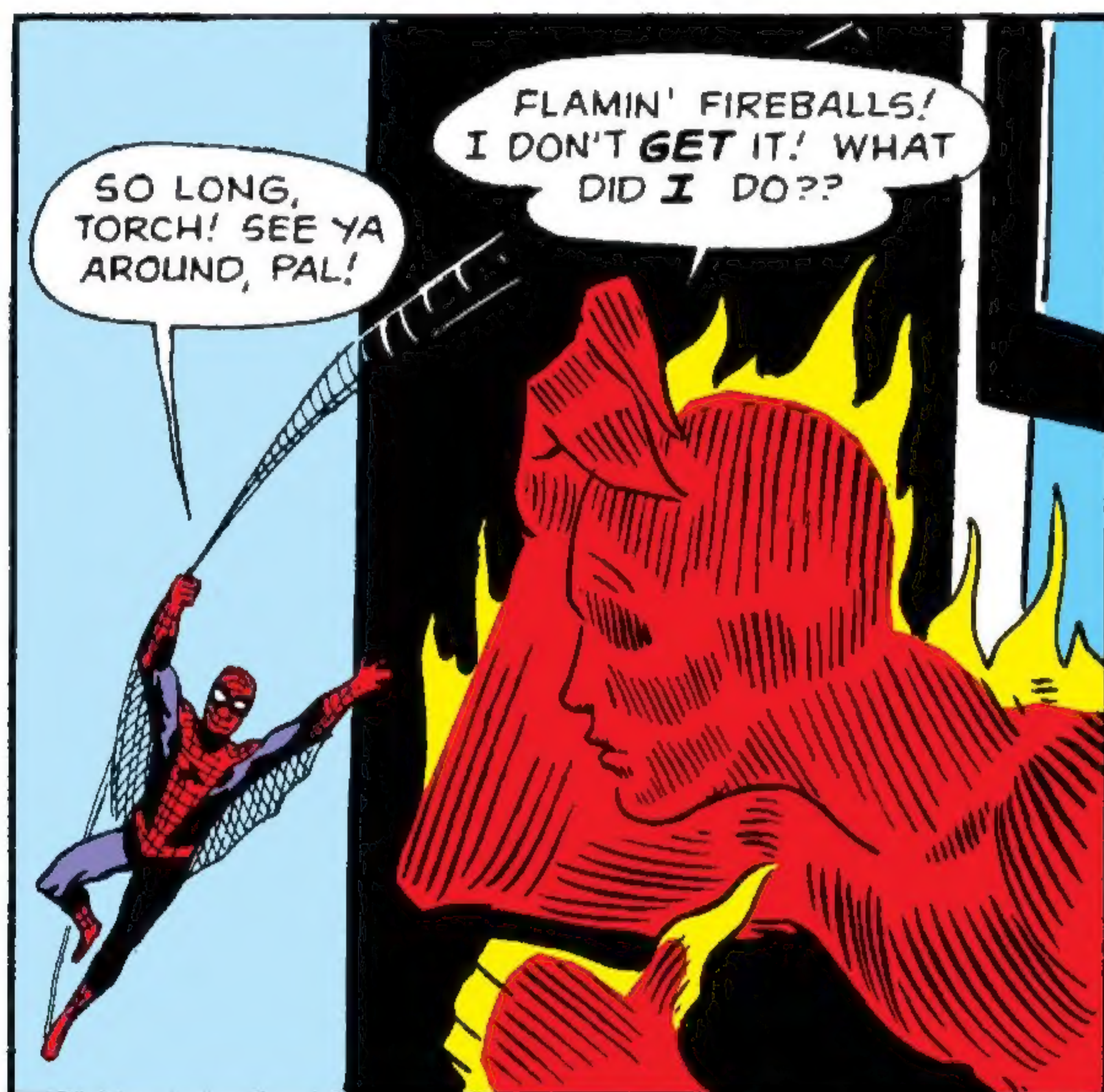
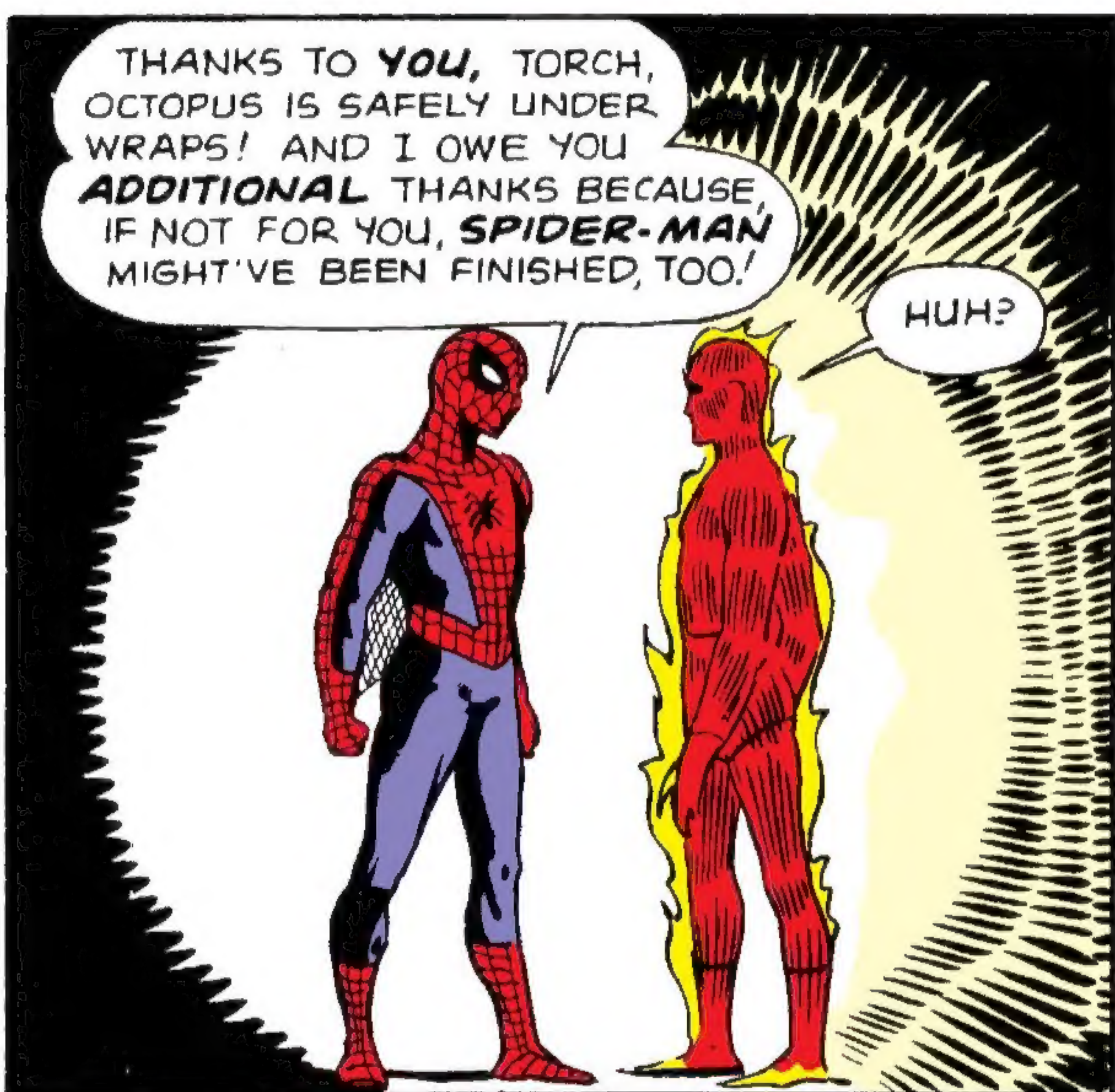
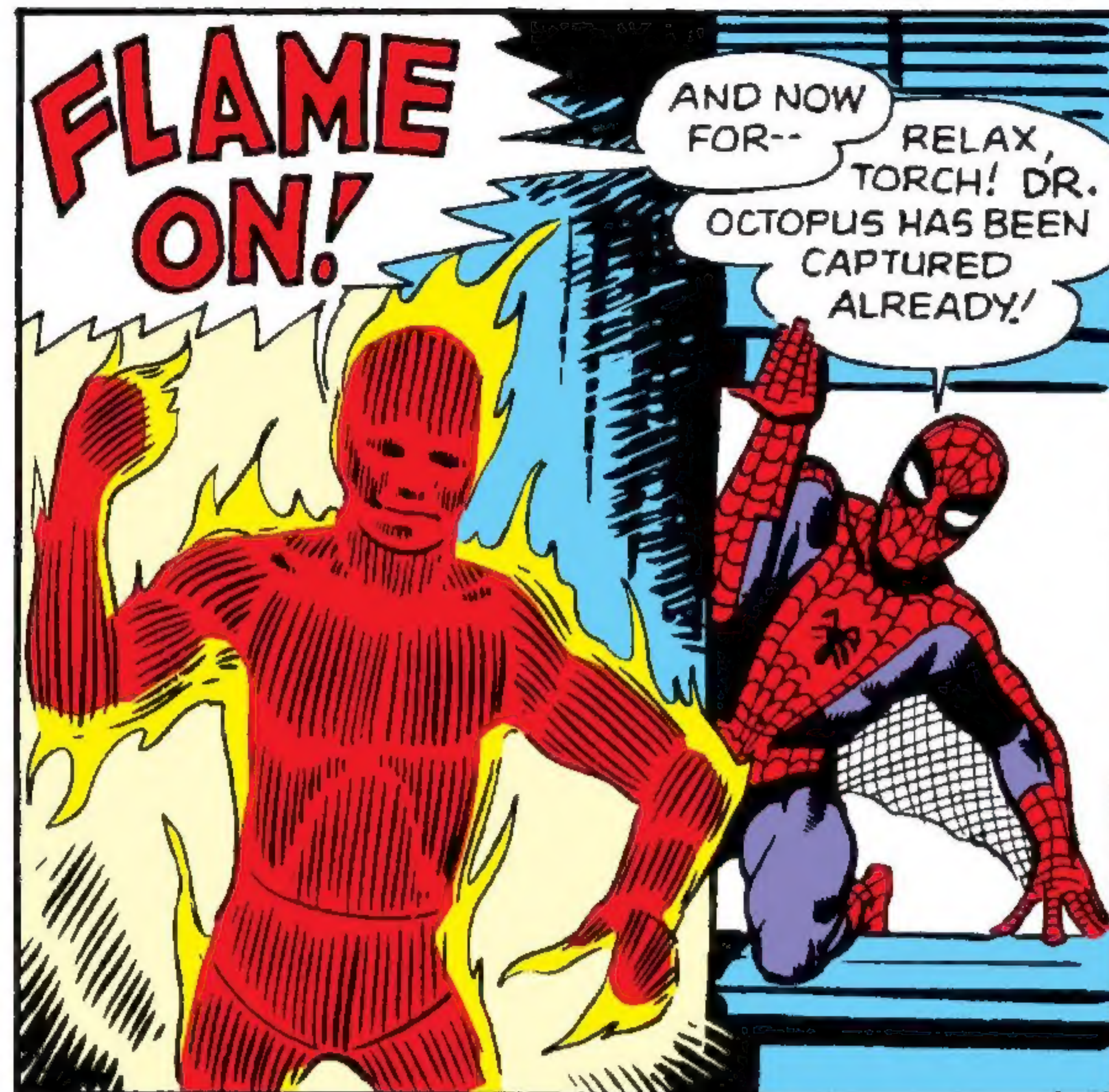
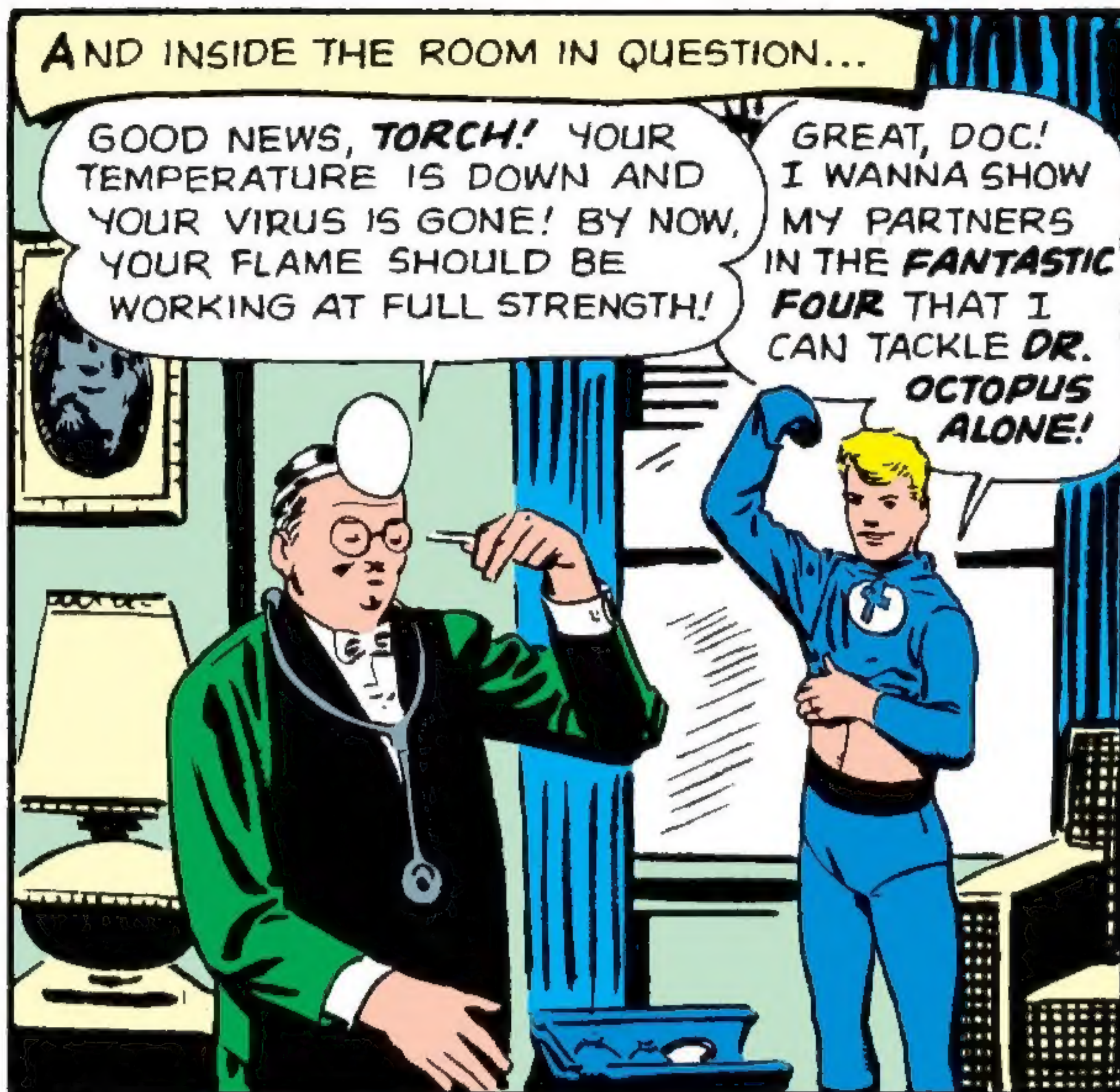










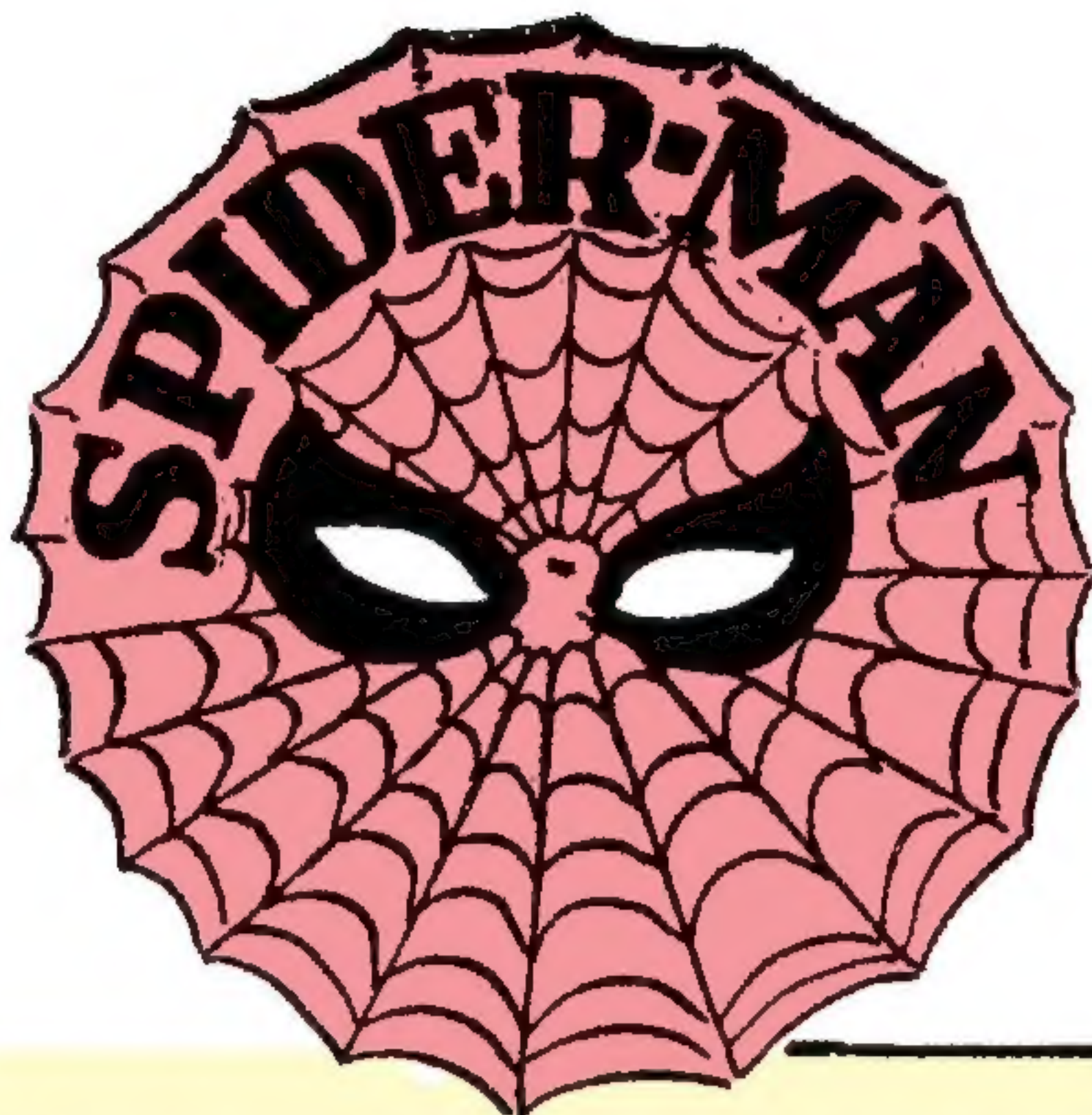




**SPECIAL SURPRISE  
BONUS SPIDER-MAN  
PIN-UP PAGE!**







# SPIDER'S WEB

Please address  
your letters to:  
**THE SPIDER'S WEB**  
Third Floor  
655 Madison Ave.  
New York 21, N. Y.

**We regret that no letters can be answered personally, but we will print as many as possible each issue, and you may rest assured that either Stan Lee or Steve Ditko, or both, carefully read each and every letter received here at the Web!**

Dear Stan and Steve:

*The Amazing Spider-Man #1* was quite good as first issues go, and in comparison to other first issues edited by you two, it was great. In the Spider-Man, you have a hero that really reaches out to the hearts of the readers. His financial state, his social life, and his acceptance as a super-hero are all things that make this guy appealing. (Yes, appealing; his appeal is gained more through pity than admiration of him.) And, oh, how I hate that J. Jonah Jameson. I can't really say that I know a fictional character that I've hated so much. Of course, being as I hate him, I have to put in a good word for him. Like — how can the reading public believe what this guy writes? I can understand how a few or even a majority might have sided with him after his first editorial. And it's understandable that as each new "masterpiece" on his part came off the press that his following might increase. But when Spider-Man saves this bum's son and then he turns around and claims that the Spider-Man is a headline grabber, come on...! I say that this J. J. Jameson guy is the headline grabber. The second story was the better of the two and this is understandably so when you figure that the FF were contained therein. I think that Ditko did an exceptionally fine job on the Four. I also think that in this story, Mr. Fantastic played a far larger role than he's ever done. Usually he's confined to controlling the Thing and the Torch and tellin' the others what to do. Question: How was the Spider-Man able to rip the door of the helicopter off its hinges? Or do spiders normally have this ability? I also liked the end of the story (second) where the Four are pondering over the future of the Spider-Man. The cover of this issue was exceptionally well done in comparison with other covers done by you guys. The costume of Spider-Man is quite good-looking and it's second only to Thor, as costumes go. Thanks for your time and your fine publication.

Tom Jones  
622 Plater  
Aberdeen, Maryland

*You're welcome, Thomas. And, regarding your question, remember — a spider is far stronger than a human being in proportion to his size! Inasmuch as Peter Parker has the relative strength of a spider, and the size of a human, well — just imagine!*

Dear Editor:

I just finished reading the first issue of your wonderful magazine. I thought that it was very good. I especially liked the way the Spider-Man spins his webs. This is quite an original idea. One question, though: why doesn't the Spider-Man appear monthly instead of bi-monthly?

Jerome Haro  
515 S Street  
Chula Vista, California

*Maybe he will, Jerry, if enough fans feel the way you do.*

Dear Stan and Steve:

At last you have put out a single comic book devoted to one super-hero. Spider-Man sure deserves it. The cover was exceptionally well done. The title, *The Amazing Spider-Man*, on the cover should stay as it is. Of the two titles inside, the one used on the Chameleon story was better. The plot of the first story was a good one, but I hope that the public will be straightened out, and Spider-Man will be on the side of the law and make everybody know it. The plot with the Fantastic Four was also good, but I don't think Steve Ditko drew the FF too well. In some panels, the Human Torch looked like he did in *Fantastic Four #1* and *#2*. If Spider-Man is treated right, and is made to appear to the public as a normal super-hero, he will be one of the better ones. Looking forward to the next issue of *Amazing Spider-Man*.

Fred Bronson  
11620 Port Rd.  
Culver City, California

*So are we, Fred! But tell us: Just what is a "normal super-hero"???*



Dear Stan and Steve:

Here are some suggestions for Spider-Man. . . . Have him battle common criminals. Make him more like a detective than a lifeless mannikin who scares away alien invaders. Have pictorial previews of forthcoming issues. Have a letter column in the first issues with comments on the Spider-Man origin in *Amazing Fantasy #15*. Have Steve Ditko do all the art, and Stan Lee the writing. Have the type of spectacular covers you had in the 40's, keeping Spider-Man the main figure. In closing, I would like to say that the Spider-Man could be the best mag on the market, and you have everyone's hopes to be just that.

Bill Ryan  
1247 Dellwood Drive  
Westlake, Ohio

*Thanks for your advice, Bill, although we could mention some competitors who probably don't share your hopes!*

**CONTINUED . . .**



Dear Spider-Man:

I feel sorry for you, buddy. It was pretty mean of the Fantastic Four to desert you, but I think they will let you in if you tell them about your problems, and beat the rocks out of Thing's head! I'm sure Johnny Storm is on your side. I'm going to write to the Fantastic Four as soon as possible.

Your full-of-pity-Friend,  
Frank Glen  
Box 154  
Hopewell Junction, New York

**Hey, hold on there, Frankie boy! The FF get more than enough letters! WE'RE the ones who can use 'em!**

Dear Stan and Steve:

Your new Spider-Man mag is the greatest!! Your title-logo is striking and appropriate. I missed this trial issue in Amazing Fantasy (and you can give me fifty lashes with a wet noodle for this). His costume is superb. His powers are confined, not branched out like some heroes who can do anything. He is the only hero of this New Age of Comics that is hunted by the law. I heard that in the Golden Age of Comics, almost all super-heroes were. Here's to Spider-Man's running 50 years in his own comic.

Phil Leibfred  
105 Parkway Rd.  
Bronxville, N. Y.

**Only fifty???**

Dear Stan and Steve:

Your Spider-Man shows great promise as a really great super-hero. I'm very sure you made no mistake in giving him his own magazine after only one tryout in Amazing Fantasy. It doesn't take a second look to know that Spider-Man is a natural. A super-hero's success is based on the reaction of the reader to said super-hero's assortment of super powers, the quality of his art, and lastly the writing quality. I'm sure you know this better than I. I think reader reaction to Spider-Man's powers will be almost wholly in his favor. His powers are original, different, and very interesting, to say the least. You've no problem on this point. As to art I have nothing but praise. Mr. Ditko is the perfect choice to illustrate Spider-Man. He's had much experience illustrating weird and off-beat stories as in the case of *Amazing Fantasy*. When he began to draw Spider-Man he also proved he could handle a super-hero as well. But of interest is the fact that he could inject into the Spider-Man art the weird feeling from his earlier work of unusual stories. Mr. Ditko has a knack for drawing a man so that he seems half man and half spider — the Spider-Man. His style in SM art is almost hypnotic. He draws SM in such poses as to suggest a spider and he does it so well that I find myself counting Spider-Man's limbs to assure myself that he has no more than four. But art can't make the whole comic. Story-wise I think there's room for improvement. The handling of Spider-Man's character has been well done, but otherwise the plot hasn't been as good as it could be. The first appearance in *Amazing Fantasy* was great, but the plot in the first issue wasn't as good. The appearance of the Fantastic Four was good but I didn't like the plot otherwise. I realize Spider-Man is just out and brand new, so I'm sure not going to give him up. With each issue I'm positive he'll improve as did your your great mag, *Fantastic Four*. In no time at all Spider-Man should be ranking among the very tops in the comic world.

Buddy Saunders  
1605 Joyce  
Arlington, Texas

**Thanks — we think!**

Dear Stan and Steve:

I think Spider-Man should have a secret partner to find out inside information and to help him keep his identity secret from outsiders. I just loved your first issue and

hope you keep up the good work. I'm looking in the news-stands for your next issue.

Doug Arch  
Box 48  
Joshua Tree, California

**Hope you find it, Doug! As for a secret partner for S-M, well, what do the rest of you fans think? (Both of you!)**

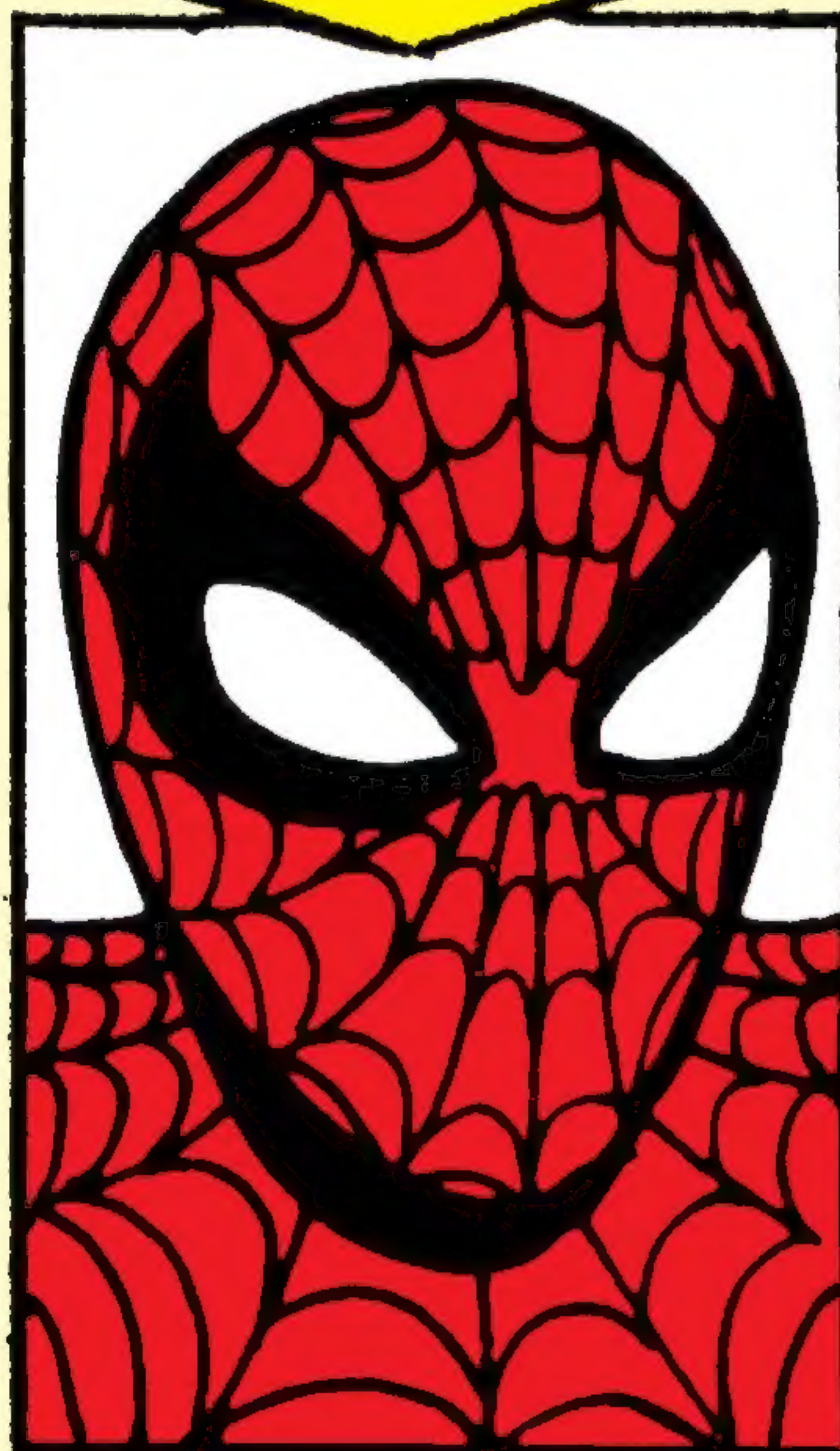
Dear Stan and Steve:

Having read almost as many stories as you have written I feel my opinion is as good as the next fellow's. Meaning to say that your startling story in #1 copy of Spider-Man was terrific. But may I ask what in the world did you do to the second part? Is he so different that nothing can go his way? Your next issue is supposed to be great, but if more of your fans such as I feel this way after reading the first issue . . . well, I don't think I'd waste my good money on another copy like the first. Having read as many of your great stories as I have, I'd just like to know which side of the bed you got up on to finish a good story such as Spider-Man the way you did?? Good luck on your next issue. I have a feeling you'll need it.

Margaret Seth  
955 Preston St.  
Sciotoville, Ohio

**'Twas an interesting letter, Maggie, although we still can't decide whether you're for us or agin' us!**

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